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FIRST EDITION.

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MDCCCLXXI.

PENNSYLVANIA COMPANY.

INCORPORATED BY THE STATE OF PENNSYLVANIA, APRIL 7th, 1870.

ORGANIZATION, APRIL 1ST, 1871.

PRESIDENT—THOS. A. SCOTT.

VICE PRESIDENT—WM. THAW.

GENERAL MANAGER—J. N. M'CULLOUGH.

GENERAL AGENT—WM. P. SHINN.

COMPTROLLER—THOS. D. MESSLER.

SECRETARY & TREASURER—W. H. BARNES.

CASHIER—JOHN P. HENDERSON.

CONSULTING ENGINEER—GEO. B. ROBERTS.

CHIEF ENGINEER—FELICIAN SLATAPER.

EASTERN AGENT—H. H. HOUSTON.

GENERAL FREIGHT AGENT—WM. STEWART.

GEN'L. PASSG'R. & TICKET AGENT—F. R. MYERS.

GENERAL OFFICE, PITTSBURGH, PA.

BY-LAWS.

SECTION I.

THE officers of the Company, to be elected by the Board of Directors, shall consist of a PRESIDENT, a VICE PRESIDENT, and a SECRETARY, who shall be chosen annually, at the first stated meeting which shall be held after the annual meeting of the Stockholders.

In addition to the officers above designated, there shall be nominated by the President, and appointed by the Board,

A GENERAL MANAGER,

A GENERAL AGENT,

TWO SUPERINTENDENTS,

A CHIEF ENGINEER OF CONSTRUCTION,

A COMPTROLLER,

AN AUDITOR,

A TREASURER,

A CASHIER,

A PURCHASING AGENT,

A GENERAL PASSENGER AND TICKET AGENT,

A GENERAL FREIGHT AGENT,

who shall hold their offices at the pleasure of the Board, or of the President.

The powers, duties and responsibilities of the officers named herein, shall be clearly defined and set forth in a plan of organization for conducting the business of the Company, which shall be adopted by the Board of Directors, subject to such modifications, amendments, improvements and alterations, as, in the judgment of the Board, may from time to time be deemed necessary or convenient.

SECTION II.

The General Office of the Company shall be in Pittsburgh, Pa., and shall be kept open every day, except Sunday, Christmas, Fourth of July, First day of January, Fast Day, Thanksgiving Day, and other legal holidays, unless otherwise ordered by the Board of Directors, or President.

Stated meetings of the Board shall be held at the General Office, on the first Tuesdays of every March, June, September and December, at such hour as may, from time to time, be designated.

Special meetings may be called by the President, at such time and place as he may deem necessary, or at the request of any three members of the Board, in writing.

Four members shall constitute a quorum for the transaction of business.

SECTION III.

The President, or, in his absence, the Vice President, shall preside at all meetings; preserve order, and regulate debate, according to the usual parliamentary rules. In the absence of the President and Vice President, a President *pro tem.* may be appointed by the Board.

SECTION IV.

There shall be appointed, annually, at the first stated meeting of the Board, or as soon thereafter as the Board may deem proper, a Finance Committee and an Executive Committee, consisting of members of the Board.

The *Finance Committee* shall consist of three members, whose duty it shall be to examine, at such periods as they may deem needful, the accounts of the Comptroller, Treasurer, Cashier, and the Register of Stock and Bonds, and to attend to all such financial matters as may be devolved upon it by the Board; and they shall report their actions to the Board, from time to time.

The *Executive Committee* shall consist of three members, whose duty it shall be to take charge of all matters relating to the business, (except

the making of rates,) police and working of the Railways or lines of traffic owned, operated or controlled by the Company, which the Board may devolve upon it. This Committee, during the recess of the Board, shall have all the powers of the Board not inconsistent with these By-Laws.

Meetings of these Committees shall be called by the Chairman thereof, and each member thereof shall be notified ; a majority of the Committee shall constitute a quorum for the transaction of business.

SECTION V.

All elections for officers shall be by ballot, unless by unanimous consent of the Directors present, when the vote may be taken *viva voce*. All Committees shall be appointed by the President, unless otherwise ordered by the Board.

SECTION VI.

No officer, agent, or employee of the Company, employed in the procurement of *supplies* or *materials* for the Company's use, or engaged in the conducting of the work of the Railways owned, leased, or operated by the Company, shall be a contractor, or interested in any contract, arrangement or engagement for furnishing such supplies or materials, or for doing such work.

SECTION VII.

The order of business shall be as follows :

1. When there is a quorum present, the President shall call the Board to order.
2. The minutes of the previous stated meeting shall be read, and considered as approved, if there be no motion to amend.
3. Reports of Committees.
4. Reports of Officers of the Company.
5. Miscellaneous Communications.
6. Unfinished Business.
7. New Business.

SECTION VIII.

The Annual Meeting for the election of seven Directors, shall be held at the General Office, on the first Tuesday in June, in every year, in accordance with the Act of Incorporation ; and the Directors so elected shall organize and hold their offices until their successors are elected and qualified.

SECTION IX.

Certificates of Stock shall be issued to the Stockholders, and transfers of them made by the Secretary, when required ; said Certificates to be signed by the President or by the Vice President after they shall have been signed by the Secretary, and authenticated by the Seal of the Company, in accordance with the provisions of the Act of Incorporation.

SECTION X.

No alteration or amendment shall be made in these By-Laws, unless presented at a stated meeting, and considered at a subsequent stated meeting ; but any By-Law may be suspended by the consent of not less than two-thirds of the whole Board.

ORGANIZATION,

FOR CONDUCTING THE BUSINESS OF THE COMPANY.

That the duties, powers, and responsibilities of the several officers and employees of the Pennsylvania Company may be defined and fully understood, and its accounts systematically kept, the Board of Directors have adopted the following organization for conducting its business :

The administrative duties upon the line of the Railways, owned or operated by lease or otherwise, by this Company and the connecting railways over which the Company's ears now, or may hereafter pass, shall be divided as follows :

THE GENERAL OFFICE :

THE TREASURY DEPARTMENT ;

THE ACCOUNTING DEPARTMENT ;

THE TRANSPORTATION DEPARTMENT ; and

LEGAL DEPARTMENT ;

with such other agencies, for special objects, as the Board may from time to time deem necessary.

GENERAL OFFICE.

President and Vice President.

The President shall have a general supervision and direction of all the Departments of the Company's service. He shall have custody of the seal of the Company, conduct the correspondence, and attend, generally, to the Executive business of the Company. He will be aided, when required by him in the performance of his duties, by the *Vice President*.

The Vice President, under the direction of the President, shall have a general supervision and direction of all the Departments of the Company's service, and attend generally to the Executive business of the Company; and have charge of the relations of the Company with Railway Companies, and with individuals; and shall aid the President in attending to such other business as may from time to time be committed to his charge; and, in the absence of the President, shall act for him.

TREASURY DEPARTMENT.

The Treasurer.

The Treasurer, if required by the Board, shall give bond, with one or more sureties, or by mortgage on real estate, in the sum of not less than *Fifty Thousand Dollars*, for the faithful performance of all his duties.

He shall keep a set of books, containing the accounts and showing the disposition of all funds and securities that may pass through his hands, and keep his accounts, as Treasurer, in the name of the Company, in such Banks as the President, or Board of Directors, may from time to time designate.

He shall, as early as practicable in March of each year, present to the President a complete statement of his accounts for the year, and at such other times as the President or Board of Directors may direct.

He shall also attend to such other duties connected with the finances of the Company, as may be required by the President or the Board of Directors. His books and papers shall at all times be open for the inspection of the President, Vice President, or any member of the Board.

All bonds, mortgages, and other securities of the Company, shall be placed in his charge, unless otherwise directed by the Board.

The Cashier.

The Cashier shall give bond, with one or more sureties, (not members of the Board, or officers of the Company,) or by mortgage on real estate, in the sum of not less than *Fifty Thousand Dollars*, for the faithful performance of all his duties.

He shall keep a set of books, containing the accounts of the Company, showing the disposition of all its funds that may pass through his hands.

He shall, as early as practicable in March of each year, present to the President a complete statement of his accounts for the year, and at such other times as the President or Board of Directors may direct.

He shall also attend to such other duties connected with the finances of the Company, as may be required by the President or the Board of Directors. His books and papers shall at all times be open for the inspection of the President, Vice President, Comptroller, or any member of the Board.

All checks, except those of the Treasurer, shall be signed by the Cashier, and all bills, before being paid by him, shall be examined and approved by the Comptroller, whose approval shall be endorsed thereon.

He shall receive and disburse, either personally or through such agents as may be appointed by the Board for that purpose, all money belonging to the Company, except such funds as the Treasurer may receive.

The daily bank accounts shall be kept in such bank or banks as the President or Board of Directors may direct, in the name of the Cashier, to the extent of one hundred thousand dollars, subject to his check.

The excess of the Company's cash means over this amount shall be deposited in the *name of the Company*, with such bank or banks as the President or Board of Directors may direct, subject to the check of the Treasurer, duly countersigned by the President or Vice President.

He shall accept the drafts of the Comptroller drawn for the legitimate purposes of the Company, and shall keep a full and correct record of all such acceptances; and when any of them are paid by him, he shall immediately make a proper entry of the fact on such record.

At the close of each month, the vouchers for the disbursements made by him in the previous month, shall be transmitted to the Auditor, for examination and final record in the Accounting Department, accompanied by a certified statement, showing, in detail, the items composing the balance of funds remaining unapplied in his hands.

He shall, on or before the 10th of each month, furnish the Paymaster with money to pay the ordinary expenses of the preceding month, and for the payment of employees discharged from or leaving the service.

To facilitate payments along the line of the Railways operated by the Company, the Cashier may, when approved by the President or Vice President, send rolls and accounts to the station agents, or his banks of deposit, to be paid by them; and when paid, they shall return the vouchers to the Cashier as cash.

The accounts of the Cashier shall be examined, from time to time, by the Comptroller, and if deemed necessary, by the Finance Committee, or the Chairman thereof.

He shall be allowed a clerk, to be nominated by him, with the approval of the President or Vice President, to the Board for appointment.

There shall be appointed by the President, subject to the approval of the Board, and attached to this Department, a PAYMASTER, whose duty it shall be, on receiving the proper accounts, and pay rolls, and the money therefor, to make payments on the line of the Railways operated by the Company, each month, and in such order as may be required of him by the Cashier; but neither the Cashier nor Paymaster shall pay any voucher, pay roll, or other account that has not been approved and countersigned by the Comptroller. He shall take good and sufficient receipts for all money he disburses, and the veritable signatures of payees must be had, in all cases; the crosses or marks of those who are incapable of writing their names, must be duly witnessed at the time of signature. At the close of each month, the vouchers and pay rolls that may have been paid, shall be transmitted to the Auditor, accompanied by accounts current, duly certified by the signature of the Paymaster, and attached to which shall be a certified statement, giving in detail the items composing the balance appearing therein.

The Paymaster shall, in all cases when required by the Head of a Department, reserve from the amount payable to any person, any amount that may be due from said person to the Company, and shall render an immediate account thereof to the Cashier and Auditor.

The Paymaster shall give bonds, with two or more sureties, in the sum of not less than twenty thousand dollars, to be approved by the Board, for the faithful performance of his duties.

The Secretary.

The Secretary shall keep a regular record of the proceedings of the Board, give notice to the members of all stated and special meetings, and attend the meetings of all standing or special committees, when required, and keep a record of all their proceedings.

He shall have charge of the Capital Stock Books, cancel old Stock Certificates at the time of transfer, register all Certificates of Stock that are issued, and sign the same.

He shall give ten days' notice of the annual meetings, by publication in two newspapers of Pittsburgh; give notice of either general or special meetings of the Stockholders, unless the President or Board otherwise direct; and attend to such other duties as the President or Board of Directors may require.

General Agent.

The General Agent shall be an officer of the Board, and shall have charge of such financial, engineering and commercial matters as the Board, President, Vice President or General Manager may, from time to time, devolve upon him, and shall keep in his office such records thereof as will preserve for ready reference full information upon all such matters, and make such reports thereon, from time to time, as they may require of him.

Transportation Department.

This Department shall be committed to an officer, to be appointed by the Board, and to be known as GENERAL MANAGER, who shall have charge of all the real estate and personal property of the Company, on the line of its Railways, leased lines and connections, operated by it, required for the operation of the same. The General Manager will be held responsible for the regular and safe transportation of all passengers, mails and freights over said Railways, leased lines and branches, and, so far as he can control, upon connecting roads, and for the safe and efficient condition of said Railways, their rolling stock and other appurtenances, and shall report from time to time, as he may be required, to the President or Board of Directors, upon the condition of the Railways, their machinery, and other property connected therewith, and make such suggestions in relation to the same, or the business thereof, as may seem important to him to protect the interests of the Company. He will also make to the President a full report, annually.

He shall have authority to contract for tools for shops, for all materials for the repairs of said Railways, structures and rolling stock; but all im-

portant contracts, including those for iron rails, cars, locomotives and machinery for shops, must first be sanctioned by the President, or Board, before being executed. All such contracts shall be recorded in his office, and the original thereof furnished to the Comptroller, as soon as executed.

All general modifications made by him, or by his authority, in the rates for the transportation of freights and passengers, must first receive the sanction of the President or Vice President, before taking effect.

He will nominate, for appointment by the Board, a suitable and responsible person or persons to effect, under his directions, the purchases of the current supplies, or make such purchases himself, and will, if necessary, appoint a proper person or persons as storekeepers, who will keep, at the office of each Superintendent, a necessary amount of articles in constant and general use. He will also prescribe the forms for orders or applications for such supplies, and forms of books to be kept by the purchasing agents and storekeepers, which shall be a perfect check upon receipts and deliveries.

All bills for expenditures incurred during a month ending on the 25th of each calendar month, will be promptly forwarded, when approved by him, to the Auditor, to be prepared by him for payment—as herein provided.

He will appoint, subject to the approval of the President or Board, suitable persons for the various offices and station agencies upon the line of the said Railways, and will remove or suspend them at his discretion, or by direction of the President.

The General Manager shall prepare rules, or modify those now in force, defining, in detail, the duties of all his subordinate officers, agents and employees, subject to the approval of the President or Board, which, when so approved, shall be strictly enforced.

He will promptly notify the President and Heads of Departments of all changes made in the *personel* of his Department, but no new office shall be created by him without the consent of the President or Board.

All moneys received by the General Manager, or his subordinates, for account of the Company, shall be immediately transmitted to the Cashier, accompanied by a statement showing from what source it was received, and

the account to which it should be credited, a copy of which shall also be sent to the Auditor.

He shall keep the President fully advised of all occurrences or transactions of importance in his Department.

The General Manager will be aided by :

TWO SUPERINTENDENTS,

ONE GENERAL FREIGHT AGENT,

ONE GENERAL PASSENGER AND TICKET AGENT,

ONE PURCHASING AGENT.

Superintendents.

The Railways owned and operated by this Company, by lease and otherwise, shall be divided into two or more divisions: for each of which there shall be an officer, designated Superintendent, who, upon his division of railway, shall have charge of all the real estate and personal property of the Company, on the line of the railway and connections, including shops, engine houses and depots, and other buildings and fixtures connected with operating the same. To them will be entrusted the management of their respective divisions, of the motive power employed thereon, the shops, their machinery and tools, and the cars of the Company, whether upon their own divisions, or connecting railways.

They shall be responsible for the movement of all locomotive engines, and all trains, and for the safe transportation of passengers, mails and freight, over their respective divisions, and shall report, from time to time, as may be required by the General Manager, upon the condition of their respective divisions, the machinery and property connected therewith, and make such suggestions in relation to the same, or the business of their divisions of Railway, as may seem to them important to promote the interests of the Company.

Current supplies will be ordered by the Purchasing Agent, on the requisition of the respective Superintendents, subject to the approval of the General Manager. These orders must be made in writing, a copy of which must be retained in an order book, and a bill certified by the Purchasing Agent, must be returned with the articles to the person who is to receive them, upon which he must certify the fact that they have

been received, and forward it to the proper officer of the Company, for approval.

All bills for expenditures incurred during a month ending on the 25th of each calendar month, will be promptly forwarded, when approved by the General Manager, to the Auditor, to be prepared by him for payment—as herein provided.

The Superintendents shall, with the assent of the General Manager, appoint suitable persons for the various offices established on their respective divisions, including the Station Agencies upon the line of Railway, and shall remove or suspend them at their discretion, or by direction of the General Manager, and when dismissed by their order, shall in all cases report to the General Manager the cause of such dismissal.

No officer shall be entitled to receive compensation until his appointment is confirmed by the Board of Directors, except when the appointment is temporary, or the officer is taken on trial, which temporary service shall not continue a longer period than three months.

The Superintendents shall transmit to the General Manager, with each nomination, for his information, the testimonials, or the reasons that have induced them to make the appointment, and no new office shall be created by them without the approval of the General Manager. The officer or agent thus appointed shall be responsible to them, and shall report as they prescribe; but all books or papers in the possession of any such officer or agent, shall be open to the President, Vice President, General Manager, and the Comptroller.

In case of accident upon the Railway, the Superintendent of the division in which such accident occurred, shall immediately report the fact to the General Manager, by telegraph, and as soon as possible institute a thorough investigation into the causes which led to it, and communicate, in writing, the result, together with his views and actions upon the case, to them, for their information.

The Superintendent shall keep the General Manager fully advised of all occurrences or transactions of importance, connected with his department or division of Railway.

The Railways owned, leased or operated by the Company, shall be divided into divisions or sub-divisions, as the General Manager may hereafter designate, subject to the approval of the Board.

The offices of the Superintendents shall be at such points as the General Manager, with the approval of the President, may designate.

Purchasing Agent.

There shall be an officer designated Purchasing Agent, whose duty it shall be to purchase all articles in general use in every department of the Railways in charge of the Superintendents, except roadway and bridge materials, and fuel. These supplies, with all other purchases, shall be made under such general or special orders as the General Manager may, from time to time, give. The various departments will be supplied upon the written order of the Superintendent of the respective divisions, or other officer of the Company, duly authorized by the General Manager.

An account shall be opened by the Comptroller with the Purchasing Agent, in which shall be entered all vouchers properly prepared by the Purchasing Agent, giving the name, amount, items and price, and terms of payment, and a certificate from him *that they have been purchased on the best terms for the Company, and at the prices specified, and that they have been received for the use and benefit of the Company*, which, when approved by the General Manager, recorded and signed by the Comptroller, shall be returned for payment at the time specified for other disbursements.

The detail of accounts between the Purchasing Agent and the Transportation and other departments of the Railways, for supplies furnished them, shall be kept, and returns made thereof, at such times and in such manner as the Comptroller may direct.

The office of the Purchasing Agent shall be in Pittsburgh.

Engineer Department.

There shall be an officer designated Chief Engineer of Construction, who shall be charged with the following duties: To have charge of all new work on all the Railways embraced in this organization, and of the

construction of new Railways and branches; to have plans, specifications and estimates of the same prepared under his direction, and, when approved by the General Manager, to superintend the construction of the work, employing for these purposes such assistants, subject to the approval of the General Manager, as may be deemed necessary. He shall make to the General Manager, annually, a general report upon the operations under his charge, and, from time to time, such special reports as may be required. He shall also act as Consulting Engineer, in all matters of engineering pertaining to the maintenance of way of the Railways, communicating with the Superintendent of the proper division in regard to the same, when necessary, and carrying out his views and instructions. In the office of the Chief Engineer of Construction, shall be kept the original maps and profiles of the Railways, plans of real estate owned by the Company, and plans of all structures; and a record shall also be kept of all expenditures for construction purposes, and of all purchases and sales of real estate, with an abstract of the deed conveying the same.

General Freight Agent.

There shall be a General Freight Agent, who shall have the general charge of procuring freights. His duties shall be to arrange prices for the transportation of through and way freights; and when a change from the adopted toll sheets shall become necessary or important to the interests of the Company, to negotiate rates for transportation, and make arrangements with other Companies, and individuals, in relation thereto. The rates and arrangements thus made, must in all cases be approved by the President, Vice President or General Manager, notice of such agreements, &c., to be delivered to the Comptroller as soon as entered into. The Station Agents, and all Foreign Agents, in all matters pertaining to receiving and forwarding freights, shall receive and carry out his instructions. He shall also examine all claims for over charges, damages and losses of freight, and certify such as are found valid, and transmit them to the General Manager, for approval. Bills for loss or damage located upon either division, will be sent to the Superintendent of that division for certification, to be by him sent to the General Manager for approval.

General Passenger and Ticket Agent.

There shall be a General Passenger and Ticket Agent, who shall be charged with the arrangement for passenger traffic, and with the rates of transportation of passengers, the rates and arrangements thus made to be approved by the President, Vice President or General Manager, before they become binding on the Company. Notice of all arrangements, when so sanctioned, to be delivered, as soon as entered into, to the Comptroller. He shall receive instructions from the General Manager upon all matters in relation to the transportation of excursion passengers, and other irregular passenger traffic, and shall furnish him with copies of all arrangements for passenger transportation, when completed. The preparation, printing, and distribution to Agents, of all tickets, will be entrusted to his charge.

ACCOUNTING DEPARTMENT.

The Comptroller.

The *Comptroller* shall have the direct oversight of all the accounts of the Company, and shall see that the system of accounts, approved by the Vice President, is duly enforced and maintained. He shall be aided by an *Auditor*, with such other assistance as, from time to time, may be required:

The *Auditor* shall have immediate charge of all accounts relating to the Receipts and Revenues of the Railways owned or operated by the Company, or leased Railways and branches, and of all accounts relating to Expenses and Disbursements on the same.

It shall be his duty to examine the accounts of all the disbursing officers and agents of the Company, and see that vouchers for the same are returned in due form, and that they are distributed to their proper accounts.

He shall not audit any bill or claim, unless accompanied by a certificate from the proper officer, that the same is correct and approved by him. All vouchers, of every nature, shall be countersigned by the Comptroller, before being paid. The *Comptroller* shall report to the Vice President all deviations from the system of accounts prescribed for the Shops, Station Agents, Collectors and Conductors on the line, and at the termini of the several Railways owned, leased or operated by the Company, and shall perform such other duties as the President or Vice President may require of him. All cases of defalcation, or any want of promptness or obedience in carrying out instructions, on the part of any officer or agent, in making his returns to this Department, or otherwise, shall be immediately reported by the Auditor to the Comptroller, and to the head of the Department with which it is connected, and such steps shall be taken as the necessity of the case may seem to require, and if the delinquent be under bonds to the Company, his sureties shall be informed of the facts in the case, so

far as they are concerned. General Orders issued by the Accounting Department to officers or agents of the Transportation Department, will be sent to the General Manager, and when approved by him, immediately distributed and enforced.

The *Comptroller* shall furnish the President, Vice President and General Manager, on or before the twentieth day of each month, with a detailed statement of the Receipts and Expenses of the said Railways for the previous month, and any other information from his Department that may, at any time, be required.

All drafts for settlements of balancees, or other liabilities due to other Companies or parties, shall be drawn upon the Comptroller; and for the settlement of all balancees due from other Companies or parties, he shall make his draft on them to the order of the Cashier.

For the settlement of any liability for which a credit may be allowed, or which may be for the purpose of negotiating for money, the Comptroller shall make his draft, to the order of, and endorsed by, the President or Vice President, which shall be accepted by the Cashier.

It shall also be the duty of the Comptroller to see and know that all penal bonds required by the regulations of the Company, are given, and to present the same to the Board for approval, and afterwards to place them on file; such bonds only to be released upon a settlement of the account of the party, and upon the order of the Board.

All expenses of the Company shall be kept under the following general heads:

- 1st. CONDUCTING TRANSPORTATION.
- 2d. MOTIVE POWER.
- 3d. MAINTENANCE OF WAY.
- 4th. MAINTENANCE OF CARS.
- 5th. GENERAL EXPENSES.
- 6th. CONSTRUCTION AND EQUIPMENT.

The *First* shall include all expenditures in relation to procuring and forwarding freight and passengers, rent and repairs of depot buildings, &c.

The *Second*, all expenditures pertaining to the running and repairs of locomotives, repairing of shops, engine houses, &c.

The *Third*, all expenditures pertaining to the repairs and renewals of track, graduation, masonry, and repairs and renewals of bridges, &c.

The *Fourth*, all expenditures pertaining to the repairs and renewals of cars, car shops and sheds.

The *Fifth*, salaries in the general office, office expenses, and such other matters as do not properly belong to the other accounts.

The *Sixth*, the grading and superstructure for unfinished railway, new buildings, increase in locomotives, cars, &c.

Legal Department.

This Department shall be under the general supervision of the President. Its immediate charge shall be committed to Attorneys at Law, to be appointed by the Board, and to be known as COUNSELORS, who will have charge of, and be held responsible for the legal business in the districts as may hereafter be designated, and who will render such reports to the President as he may prescribe.

The Counselors will devote as much of their time and personal attention to the business of the Company as may be necessary to protect its interests.

They will represent the Company in all suits arising from the operations of the said Railways, or otherwise; and whenever informed of any accident, claim, or liability, will take immediate measures to investigate the facts and ascertain the legal position of the Company.

When requested by any officer of the Company, they will prepare forms for contracts, and other documents relating to the business of the Railways, or otherwise, and will advise them in regard to contracts, the validity of the forms used, and to be used, and on all questions involving its legal rights and liabilities.

They will, under the direction of the President or General Manager, examine all claims for right of way and land damages, and evidences of title to real estate, and will perfect deficient titles by such legal measures as may be necessary, and have the same duly recorded and delivered, when completed, to be filed among the archives of the Company.

The Counselors, under the direction of the President or General Manager, shall attend to the appraisement and assessment of the Railways, and other property of the Company, in the several counties in which it is located, for taxation, and will examine all tax bills on such property, and secure such reductions of the same as may be practicable ; also, all bills for legal fees and costs, and other legal incidental expenses, and when found correct, will certify the same and transmit them to the General Manager for approval.

The Counselors will be required to keep registers, separate from their general dockets, of all suits against the Company, showing the names of the parties, the Court in which pending, the date of the commencement of the suit, the nature and amount of the claim, the steps in the progress of the case, and its final result, the date and the amount of the judgment, if any, distinguishing from debt and interest, which register shall always be subject to the inspection of the President, Vice President and General Manager, and at the disposal of the Board.

In cases involving large sums, or important principles, the President may employ associate counsel, or may require two or more of the Company's Counselors to associate in a case.

General Regulations.

That the Organization for conducting the business of this Company, and managing its property and interests, may be perfected, as the relations of the Company become from time to time more permanently settled, such changes herein, or additions hereto, shall be made, as in the judgment of the Board will be conducive to the interests of the Company, and to provide for the prompt and efficient management of the Company's interests.

GENERAL RULES.

1. All persons whose compensation consists of a fixed salary, shall devote their whole time and attention to the interests of the Company, unless exempted therefrom, in writing, by the President, Vice President or General Manager.

2. All officers and agents of the Company, who may, by virtue of their office, receive money or property on account of the Company, shall be required to give security for the faithful discharge of their duties, in such sums and in such manner as may be fixed by the Board. All such bonds shall be reported to the Board, for its action. All moneys received from any source whatever, by an agent or officer of the Company, shall be remitted forthwith to the Cashier, and a full account of the same rendered to the Auditor. In all cases where the receipt of money is not provided for in the regulations of the Company, or where there is no agent to receive it, the money shall be collected by such of the officers as the General Manager shall designate, and they shall make a remittance of all such collections to the Cashier, and render an account of the same to the Auditor.

3. All payments to the officers and regular employees of the Company, for services, shall be by pay roll, to which the veritable signatures of payees must be attached, in all cases where they remain in service until the day of payment, and the crosses or mark of those who are incapable of writing, must be duly witnessed. When a person is discharged previous to the day fixed for payment, a certificate, in proper form, may be furnished by the Superintendent, which will be paid in the usual manner, and attached to the proper pay roll.

4. No Supervisor, Foreman, or other person, shall, under any circumstances whatever, take a receipt for labor done, services performed, or materials delivered, unless the full and just amount thereon appearing shall have been truly paid him; and not then, excepting when the person

so signing such order will not be able to be present to sign for himself, at the paying of the same, at the regular time, by the proper officer; and in all such cases, the signature to such order shall be duly witnessed by a disinterested person. Payments on orders will only be made in extreme cases.

5. The Board of Directors shall fix or approve the compensation of all the officers in the several Departments. Changes of wages of subordinates and other employees, may be made by the Heads of the Departments to which they belong, subject to the approval of the President, Vice President, or General Manager.

6. Each Head of a Department shall make, to the President, a complete annual report of the affairs under his charge during the year, and shall report also to the President, from time to time, as may be required, all matters of importance or interest.

7. Copies of all circulars or general orders issued by the Head of any Department, which shall be first approved by the General Manager, shall be sent to the Heads of the other Departments, and to the President and Vice President.

8. In case of any disagreement between the Heads of Departments, as to the rights and duties of each, or in case that either shall think that the requisitions made by the other on his Department are unreasonable, or not for the interest of the Company, such matters in dispute shall be referred to the President, whose decision shall be final.

9. No person addicted to the use of intoxicating drink, or who is habitually vicious, profane or uncivil in his deportment, shall be employed or continued in the service of this Company.

10. Annual and other passes shall be signed and issued by either the President, the Vice President, or the General Manager. The Superintendents may pass their immediate employees, on their respective divisions, when in the discharge of their duties. All conductors and engineers are strictly prohibited from allowing any free travel on the Railways, except as above authorized.

11. All free tickets and passes shall be reported monthly, by the Auditor, to the President and General Manager.

12. Officers or employees of the Company will not be permitted to be absent from the duties of their posts without the assent, in writing, of the President, Vice President, General Manager, or the Head of the Department to which they belong.

13. Ticket and Freight Agents, and all others who may receive money on account of the Company, shall transmit the same promptly to the Cashier, in such manner as he may direct.

14. Each Head of a Department shall furnish, whenever required, a correct list of the names, duties, and compensation of his subordinates, together with such other information as the President, Vice President or General Manager may desire.

15. No bonds, acceptances, bills, notes, or due bills of any description, shall be given for any purpose whatever, except such drafts as the Comptroller is authorized to draw on the Treasurer or Cashier, or such as the Comptroller is authorized to accept for balances due to other Companies, as before provided, unless ordered by the Board of Directors.

16. All instructions emanating from the Board of Directors or President, in regard to the proper business of either of the Departments, shall be given through the General Manager.

17. The books of the several officers of the Company shall at all times be open for the inspection of the President, Vice President, General Manager, or any person duly authorized by the President or Board; *Provided*, The minute book of the Board of Directors shall be open only to members of the Board, except upon written order of the President or Vice President.

18. Ignorance will not be accepted as an excuse for neglect or omission of duty. If not supplied with the Rules and Regulations, officers and employees must apply to their respective superior officers for them; and in all cases of doubt of the true meaning or interpretation of any rule, regulation, order, or special direction, they must take an early opportunity to get full explanation from their superior officers.

BY-LAWS
AND
ORGANIZATION

FOR
CONDUCTING THE BUSINESS

OF THE

Pennsylvania Railroad Company,

AS APPROVED BY THE BOARD OF DIRECTORS, APRIL 24, 1872,

TO TAKE EFFECT APRIL 1, 1872.



PHILADELPHIA:

E. C. MARKLEY & SON, PRINTERS, 422 LIBRARY STREET.

OPPOSITE POST OFFICE.

1872.

BY-LAWS.

SECTION I.

The Officers of the Company, to be elected by the Board of Directors annually at their first meeting for organization, shall consist of a President, Four Vice-Presidents, a Treasurer and a Secretary.

In addition to the officers above designated, there shall be appointed by the President, subject to confirmation by the Board,

A General Solicitor.

An Assistant to the President.

An Assistant Secretary.

A Controller.

A General Manager of the Pennsylvania Railroad.

A Chief Engineer of Construction.

A General Freight Agent.

A General Passenger Agent.

A Purchasing Agent, and

A General Superintendent of the Philadelphia and Erie Railroad.

The powers, duties and responsibilities of the officers named herein will be clearly defined and set forth in a plan of organization for conducting the business of the Company, which shall be adopted by the Board of Directors, subject to such modifications, amendments, alterations and improvements, as, in their judgment may from time to time be deemed necessary or advisable.

SECTION II.

The General Office of the Company shall be in Philadelphia, and shall be kept open every day except Sunday, Good Friday, Fourth of July, Thanksgiving, Christmas and other legal Holidays, unless otherwise ordered by the Board of Directors or President.

Stated Meetings of the Board shall be held at the General Office on the fourth Wednesday of every month, at such hour as may from time to time be designated.

Special Meetings may be called by the President whenever he may deem it necessary, or at the request of any three Members of the Board, in writing.

Nine Members shall constitute a quorum for the transaction of business.

SECTION III.

The President shall preside at all meetings, or in his absence one of the Vice-Presidents, preserve order and regulate debate according to the usual parliamentary rules. In the absence of the President and Vice-Presidents, a President pro tem. may be appointed by the Board.

SECTION IV.

There shall be appointed, annually, at the first stated meeting after the organization of the Board, a Standing Committee on Finance, a Standing Committee on the Road, a Standing Committee on Accounts and a Standing Committee on Real Estate, to consist of such a number of members in each as the Board may from time to time designate.

The Committee on Finance shall meet on the third Wednesday of each month, and shall have a general supervision of the finances of the Company, and shall report their proceedings to the Board as often as it may require, and they shall invest the funds of the Company agreeably to the provisions of the charter, under the direction of the Board.

The Committee on the Road shall meet on the second Wednesday of each month. To this Committee shall be referred all matters requiring investigation that may come before the Board connected with the rates of transportation, and the construction and management of the road and its appurtenances.

It shall be the duty of the Committee on Accounts to revise and audit all bills of the General Expense Account, and examine periodically the General account of the Treasurer.

The Real Estate Committee shall be charged with the supervision of the Real Estate of the Company, and to it shall be referred all matters connected with its purchase or sale.

The President shall be ex-officio Member of all Committees.

The meetings of each Standing Committee shall be attended by a Vice-President, who shall ex-officio act as a member thereof.

Each Standing Committee shall cause to be kept a regular record of its proceedings.

SECTION V.

All elections for officers shall be by ballot, unless by unanimous consent, when the vote may be taken *viva-voce*. All Committees shall be appointed by the President, unless otherwise ordered by the Board.

SECTION VI.

No Member of the Board, nor any of its Officers or Agents, shall be concerned in any contract, arrangement or engagement for doing any work or furnishing any materials for the Company.

SECTION VII.

The Order of Business shall be as follows :

1. When there is a quorum present the President shall call the Board to order.

2. The minutes of the previous Stated Meeting shall be read, and considered as approved if there is no motion to amend them.

3. Reports of Committees.

4. Reports of Officers of the Company.

5. Miscellaneous Communications.

6. Unfinished Business.

7. New Business.

SECTION VIII.

The Annual Meeting of the Stockholders shall be held on the second Tuesday of March, in every year, and the annual election of Directors by the Stockholders shall be held two weeks thereafter*

* The annual election of three Directors by the City of Philadelphia, must be held within one month prior to the first Monday in December, in every year, as required by the Charter and Supplements thereto.

SECTION IX.

Certificates of Stock shall be issued to the Stockholders, and transfers of them made when required; said certificates to be signed by the President (or by such of the Vice-Presidents as may be designated by him or by the Board) after they shall have been signed by the Treasurer, authenticated by the Seal of the Company in accordance with the provisions of the Act of Incorporation and counter-signed by the Secretary as Register and by the Transfer Clerk.

Any person or persons claiming a certificate or evidence of stock to be issued in lieu of one lost or destroyed shall advertise the same in one or more newspapers in Philadelphia, twice a week for four weeks, giving the number and date of the certificate lost and the number of shares it represents. The party shall then furnish the Board of Directors with the affidavit or affirmation, describing the certificate and its loss, accompanied by a copy of the advertisement and also a bond of indemnity, with satisfactory personal security in at least double the amount of the certificate, against any damage that may arise from the issuing of a new certificate; whereupon the Board may direct (one month after the date of the appearance of the last advertisement), the issue of a new certificate of the same tenor with the one alleged to be lost or destroyed, therein specifying that it is in lieu thereof.

SECTION X.

No alteration or amendment shall be made in these By-Laws, unless presented at a Stated Meeting, and considered at a subsequent Stated Meeting; but any By-Law may be suspended by the consent of not less than two-thirds of the whole Board.

ORGANIZATION

FOR

CONDUCTING THE BUSINESS OF THE COMPANY.

That the duties, powers and responsibilities of the several officers and employes of the Pennsylvania Railroad Company may be defined and fully understood, and its accounts systematically kept, the Board of Directors have adopted the following organization for conducting the business of the Company:

The administrative duties upon the line of the Road, its branches, and the connecting roads over which the Company's cars now or may hereafter pass, shall be distributed as follows: To the General Office, the Transportation Department, Supply Department, Engineer Department, Accounting Department, Treasury Department and Legal Department, with such other agencies for special objects as the Board may from time to time deem necessary.

GENERAL OFFICE.

President and Vice Presidents.

The President shall have a general supervision and direction of all the Departments of the Company's service. He shall have charge of the Seal of the Company, and be aided in the performance of his executive duties by four Vice Presidents.

The First Vice President shall be specially charged with all the relations between competing lines of Railroads, and of the Roads owned or controlled by the Pennsylvania Railroad Company west of Pittsburg, and in addition thereto such other duties as the President or Board of Directors may from time to time assign to him. In the absence of the President, he shall act for him, except where the duties have been specially delegated by the President to one of the other Vice Presidents.

The Second Vice President shall be charged with a general supervision of the controllers department. The nomination of all clerks in this department shall be made by the Controller to him, who with the assent of the President shall fill all vacancies that may occur, or make any addition to the clerical force that may from time to time become necessary; he may also at any time direct the discharge of any officer or clerk of this department if in his judgement the interests of the Company require it.

He shall also exercise a like control and authority over the officers of the General Freight and General Passenger Agents and attend to such other duties as the President or Board of Directors may from time to time assign to him. In the absence of both the President and First Vice President he will act for the President.

The Third Vice President shall have, under the authority of the President, charge of all matters pertaining to the financial condition of the Company and of those Companies whose works may from time to time be owned, operated or controlled by the Pennsylvania Railroad Company. He shall keep in his office a register of all the stocks and bonds of railroad, canal and other companies that may at any time be owned by the Pennsylvania Railroad Company, with full and accurate information concerning the invest-

ments of the Company therein. He shall obtain from the books and accounts in the general offices of such companies periodical statements of their business operations and report them quarterly in a clear and concise form to the President. He shall also have a general supervision of all the investments made by the Company in coal lands and coal companies and preserve full statements in relation to the financial condition of such property, and shall attend to such other duties as may from time to time be committed to his charge by the President or Board of Directors.

The Fourth Vice President shall aid the President in the determination of all Engineering questions arising from the construction of any of the lines of railroad in which the Pennsylvania Railroad Company may have an interest, and shall specially aid the First Vice President when required by him, in all matters relating to connecting lines of railroad west of Pittsburg, and perform such other duties as the President or Board may from time to time assign to him.

The Treasurer.

The Treasurer shall give bonds, with one or more sureties (not Members of the Board or Officers of the Company), in the sum of not less than Fifty Thousand Dollars, for the faithful performance of all his duties, as provided for in the sixth section of the Act of Incorporation. He shall keep a regular set of books, containing the accounts of the Company, showing the disposition of all its funds that may pass through his hands, and keep his accounts, as Treasurer, in such Banks as the Board of Directors may from time to time designate. He shall, as early in February of each year as practicable, present to the President a complete statement of his accounts for the year, as required of the Board of Directors by Section XIX of the Act of Incorporation.

poration, and Section III of the Supplement of April 26, 1850, and at such other times as the President, Committee on Finance, or Board may direct.

He shall also attend to such other duties connected with the finances of the Company as may be required of him by the President or the Board of Directors. His books and the monthly trial-balance shall at all times be open for the inspection of the President or any member of the Board.

All checks shall be signed by the Treasurer, and all bills before being paid by him, shall be duly certified to as correct by the proper officer, and examined and approved by the Auditor of Disbursements, whose approval shall be endorsed thereon.

The Treasurer shall have authority to appoint, subject to the approval of the President, a Cashier and such Bookkeepers, Clerks, Messengers and Watchmen as may be required in his Department, for the faithful performance of whose duties the Treasurer shall be responsible to the Company.

All bonds, mortgages and other securities of the Company shall be in the custody of the Treasurer.

The Secretary.

The Secretary shall keep a regular record of the proceedings of the Board, give notice to the members of all stated and special meetings, and attend the meetings of all standing or special committees when required, and keep a record of all their proceedings.

He shall cancel old certificates at the time of transfer, and shall register all certificates of stock that are issued and sign the same, and in his absence such one of the Vice Presidents as may be designated by the President shall attend to this part of his duties. He shall sign all bills of

the General Expense Account as may from time to time be directed by the Committee on Accounts.

He shall give twenty days notice of the annual, and ten days notice of other general or special meetings of the Stockholders, as required by Section IV of the Act of Incorporation, and attend to such other duties as the President or Board of Directors may require.

Transportation Department, Pennsylvania Railroad.

There shall be an officer designated "General Manager," who shall have charge of all the real estate and personal property of the Company committed to his charge on the line of the Road, its branches and connections, including shops, engine-houses and depots and other buildings and fixtures connected with the operations of the Railroad. To him will be entrusted the management of the Road and its branches, the motive power employed thereon, the shops, their machinery and tools, and the cars of the Company whether upon their own Road or connecting Roads, except such property of the Company as may be set apart for use upon other lines operated by the Company as lessees.

He shall be responsible for the movement of all Locomotive Engines, and all Trains, and for the safe transportation of Passengers, Mails and Freight over the Road and branches, and shall report from time to time, as may be required by the President or Board of Directors, upon the condition of the Road, its equipment and all other property connected therewith, and make from time to time such suggestions in relation to the same, or the business of the Road, as may seem to him important to promote the interest of the Company.

He shall have authority (with the assent of the President,) to order Tools for the Shops, materials for repairs of Rolling

Stock, Machinery, and Roadway and all other materials connected with his department; but all orders which are subject to special contract must first be sanctioned by the President and the Board of Directors, and copies of all contracts must be furnished as soon as approved to the Auditor of Disbursements.

He shall have authority, under the direction of the President, to make special rates for the transportation of local freight upon the line of the Pennsylvania Railroad and its branches, or roads over which the Company's cars may run; all such rates shall be recorded in the general office of his department, and the original thereof furnished to the Auditor of Freight Receipts.

Current supplies will be furnished by the Supply Department on the order of the General Manager, and such others only as he may authorize. Such authority and orders must be made in writing, a copy of which must be entered in an order book, and a bill sent with the articles to the person who is to receive them, upon which he must endorse the facts in relation thereto, and the date of delivery, and return it to the Officer of the Company by whom it was issued.

All accounts contracted during a month, ending on the 20th of each month, will be prepared for payment on proper vouchers and sent to the Auditor of Disbursements for record, and when approved by him will be ready for payment by the 12th of the succeeding month.

The General Manager shall, with the assent of the President, nominate for confirmation by the Board, suitable persons for the various offices established in his department, including the Station Agencies upon the line of the Road and its connections, and shall remove or suspend them at his discretion, or by direction of the President or the Board, and when dismissed by his order he shall, in all cases, report

to the Board the causes of such dismissal. He shall also prepare rules defining the duties in detail of all subordinate officers and agents in his department, which, when approved by the President and Board, shall be strictly enforced.

No officer shall be entitled to receive compensation until his appointment is confirmed by the Board of Directors, except when the appointment is temporary, or the officer is taken on trial, which service shall not continue a longer period than three months. The General Manager shall transmit to the President with each nomination, for the information of the Board, the testimonials or the reasons that have induced him to make the appointment, and no new office shall be created by him without the assent of the President or Board of Directors. The officer or agent thus appointed shall be responsible to him, and shall report as he may prescribe; but all books or papers in the possession of any officer or agent in his department shall be open to the President, either of the Vice Presidents, Controller, Auditors, or any member of the Board of Directors. All moneys received by the General Manager shall be immediately transmitted to the Treasurer, accompanied by a statement showing for what they were received and the account to which they should be credited, a copy of which shall also be sent to the Controller.

In case of accident upon the Road the General Manager shall immediately report the facts to the President by telegraph, and as soon as possible, institute a thorough investigation into the causes which led to it, and communicate in writing the result, together with his views and action upon the case, to the President, for the information of the Board.

The General Manager shall keep the Board of Directors

fully advised of all occurrences and transactions of importance connected with his Department.

The General Manager shall have three general assistants, viz. :

A Superintendent of Motive Power.

A Chief Engineer of Maintenance of Way, and

A Superintendent of Transportation.

The Superintendent of Motive Power shall have charge of all the Machine and Car Shops of the Company, and of the maintenance and repairs of the locomotives, cars, tools and machinery. He will be assisted at each machine shop by a Master Mechanic, and at each car shop by a Foreman of Car Repairs, with whom he will communicate directly on all matters relating to the mechanical execution of the work ; but all orders referring to the discipline of the shops, the increase or the decrease of forces, or to modifications in the rates of wages, etc., shall be transmitted through the respective Division Superintendents.

The Chief Engineer of Maintenance of Way shall act as Assistant to the General Manager in all matters relating to the Maintenance of the road-bed, track, bridges and buildings, and he shall keep in his office all the books, accounts and records of the Maintenance of Way Department, and shall perform such other duties as the General Manager may direct.

The Superintendent of Transportation shall have charge of the distribution of the Rolling Stock of the Company, including the numbering, weighing and recording thereof ; also, of the procuring of releases from certain risks from the owners of individual cars. He shall also perform such other duties as may be assigned him by the General Manager.

The Pennsylvania Railroad and branches shall be divided

into six divisions, each of which shall be in charge of a Division Superintendent.

The Philadelphia Division shall extend from Philadelphia to Harrisburg.

The Middle Division shall extend from Harrisburg to Altoona.

The Pittsburgh Division shall extend from Altoona to Pittsburgh.

The Bald Eagle Valley and the Tyrone and Clearfield Railroads shall constitute the Tyrone Division.

The Western Pennsylvania Railroad and the Indiana Branch shall constitute the West Pennsylvania Division.

The Mifflin and Centre County Railroad and the Sunbury and Lewistown Railroad, shall constitute the Lewistown Division.

The other Branch Railroads shall be included in the Divisions with which they connect.

The Division Superintendents on their respective Divisions shall exercise all the powers of the General Manager which are necessary for the proper management of their Divisions, and they shall be responsible to him for the maintenance of the track, the safe movements of the trains and the proper transaction of the general business of their Divisions. They shall carry out all instructions they may receive from the Superintendent of Motive Power, and from the Superintendent of Transportation, relating to the duties specially assigned to these offices.

The roads leased and operated in New Jersey, including the Philadelphia and Trenton Railroad, will constitute a Division, to be known as the United Railroads of New Jersey Division, which will be in charge of a General Superintendent, who will exercise on his Division all the authority

conferred by the organization upon the General Manager of the Pennsylvania Railroad, and who will report to and receive his instructions from the General Manager.

The United Railroads of New Jersey Division will be subdivided into three divisions, viz.:

The New York Division, extending from Philadelphia to Jersey City, and including the Frankford and Holmesburg Branch, the Princeton Branch, the Rocky Hill and Kingston Branch, the Millstone and New Brunswick Branch and the Perth Amboy Branch.

The Amboy Division, extending from Amboy to Camden, including the Pemberton and Hightstown Railroad, the Camden and Burlington County Railroad, the Vincentown and Medford Branches, the Burlington and Mount Holly Railroad, and the branches extending from Bordentown to Trenton and from Jamesburg to Monmouth Junction, and including the boats engaged in the transportation of passengers and freight between Walnut Street Wharf, Philadelphia and Camden.

The Belvidere Division, including the Belvidere Delaware Railroad, the Flemington Railroad and the Mercer and Somerset Railroad.

Each Division Superintendent shall have an Assistant assigned to his Division, who shall have special charge of the maintenance of the road-bed, culverts, bridges, track and buildings, and all other matters pertaining to the Maintenance of Way, and shall act under the directions of the Superintendent of the Division, and be responsible to him for the condition of the road and for the performance of these duties and such others as may be assigned him.

The Chief Engineer of Maintenance of Way, Superintendent of Motive Power, and Division Superintendents, of the

Pennsylvania Railroad, and the General Superintendent of the United Railroads of New Jersey Division, shall report to the General Manager on the first days of May and November of each year, the name, position, duties and location of each head of sub-departments in their respective Departments on said days, and the compensation paid to such employes, whether by fixed salary or otherwise, which reports shall be presented to the President and Directors, by the General Manager, for their approval on or before the first days of June and December in each year.

The offices of the General Manager and Chief Engineer of Maintenance of Way shall be at Philadelphia; the offices of the Superintendent of Motive Power and Superintendent of Transportation, at Altoona. The offices of the Division Superintendents shall be as follows; that of the Philadelphia Division at Philadelphia; that of the Middle Division at Harrisburg; that of the Pittsburgh Division at Pittsburgh; that of the Tyrone Division at Tyrone; that of the West Pennsylvania Division at Blairsville, and that of the Lewistown Division at Lewistown.

The office of the General Superintendent of the United Railroads of New Jersey Division shall be at Jersey City; that of the Superintendent of the New York Division at Jersey City; that of the Superintendent of the Amboy Division at Trenton; and that of the Superintendent of the Belvidere Division at Lambertville.

The General Manager shall also be assisted by a General Agent at Philadelphia and a General Agent at Pittsburgh, who shall have the general supervision of all freight and passenger stations in the respective cities, and of all employes connected therewith. They shall see that the business of the stations is properly and systematically managed; that the agents in direct charge keep their books and accounts in the

manner prescribed by the regulations of the Company, and that their bills are promptly made out and collected.

Each General Agent shall keep himself in constant communication with the agents of connecting roads, with a view to securing all necessary information as to the probable demands for transportation, and shall report such information to the proper officer with such suggestions as he may think will promote the interests of the Company, and he shall attend to such other duties as the General Manager may from time to time commit to him.

General Freight Agent.

There shall be a General Freight Agent, who shall have the general charge of procuring Freights. His duties shall be to arrange prices for the transportation of Through and Way Freights, and when a change from the adopted Toll Sheet shall become necessary or important to the interest of the Company, to negotiate rates for transportation, and make arrangements with Lines owned or operated by the Pennsylvania Railroad Company and other Companies and individuals in relation thereto. The rates and arrangements thus made must in all cases be approved by the President, or Second Vice-President; notice of the same to be furnished to the Auditor of Freight Receipts, as soon as entered into.

He shall instruct the Station Agents and Foreign Agents in all matters pertaining to the receiving and forwarding of Freights. He shall also examine all claims for damages and losses of Freight, and approve such as are found valid and transmit them to the General Manager, who will direct vouchers for payment of the same to be prepared in the prescribed form.

He shall receive instructions from the General Manager upon all matters in relation to the movement of Freight,

and furnish him with copies of all special arrangements made therefor. He shall be aided by a Chief Clerk who will act for him in case of sickness or other disability.

The General Freight Agent shall be aided by an assistant upon the United Railroads of New Jersey Division, who shall exercise on that Division all the authority conferred by the organization on the General Freight Agent of the Pennsylvania Railroad Company, and will report to and, carry out the instructions of the General Freight Agent of the Pennsylvania Railroad Company. He shall also have an assistant to be specially charged with the freight business of the Philadelphia and Erie Railroad under such instructions as he shall from time to time give to him.

General Passenger Agent.

There shall be a General Passenger Agent, who shall be charged with the arrangements for passenger traffic and with the rates of transportation of passengers over the lines owned or operated by the Pennsylvania Railroad Company. The printing and distribution to agents of all tickets will also be entrusted to his charge.

He shall, under the direction of the first Vice President, negotiate rates and make arrangements with other Railroad Companies in relation to the transportation of passengers the rates and arrangements thus made to be approved by the President or first Vice President before they become binding on the Company. Notice of all arrangements when so sanctioned, to be delivered, as soon as entered into, to the Auditor of Passenger Receipts.

He shall receive instructions from the General Manager upon all matters in relation to the transportation of passen-

ger traffic, and shall furnish him with copies of all arrangements for passenger transportation, when completed.

He will be aided by an Assistant for the business of the Pennsylvania Railroad and branches, and by a General Passenger Agent of the Philadelphia & Erie Railroad, who will have charge of the Passenger business of that Line and Branches.

Supply Department.

There shall be an officer designated "Purchasing Agent," whose duty it shall be to purchase all articles in general use in every Department of the Road in charge of the General Manager, except iron and steel rails, wood and such roadway and bridge materials as may be excepted by the General Manager, with the approval of the President. These supplies, with all other purchases, shall be made under such general direction as the President or General Manager may from time to time give. Supplies for the various departments will be ordered by the Purchasing Agent, upon the written requisition of the General Manager, or such other officer of the Company as may be duly authorized by him, in writing.

An account shall be opened by the Accounting Department under the head of General Stores, in which shall be entered all purchases made on account thereof—from vouchers properly prepared by the Purchasing Agent—giving the name, amount, items price and terms of payment, and a certificate from said Agent "that they have been purchased on the best terms for the Company, and at the prices specified, and that they have been received for the use and benefit of the Company;" which, when recorded and signed by the

Auditor of Disbursements, shall be returned for payment at the time specified for other disbursements.

The detail of accounts between the Purchasing Agent and the Transportation and other Departments of the Road, for supplies furnished them shall be kept, and returns made thereof, at such times and in such manner as the Controller shall direct.

The office of the Purchasing Agent shall be in Philadelphia.

The Purchasing Agent shall have authority to employ, subject to the approval of the President, such clerks and assistants to aid him in the duties of the office as a proper economy may require, for the faithful performance of whose duties he shall be responsible to the Company.

Engineer Department.

There shall be an officer designated "Chief Engineer of Construction and Consulting Engineer of the Pennsylvania Railroad Company," whose office shall be located at Philadelphia, and whose duties shall be as follows, viz.:

To have charge of *new* work on the Pennsylvania Railroad, and the branches worked in connection therewith, unless otherwise provided for under the directions of the President.

To have plans, specifications and estimates of the same prepared under his direction, and when approved by the President, to superintend the construction of the work, employing for these purposes such assistants, subject to the approval of the President, as may be deemed necessary. He shall make to the President, annually, a general report

upon the operations under his charge, and from time to time such special reports as may be required of him.

He shall also act as Consulting Engineer in all matters of Engineering pertaining to the Maintenance of Way of the Main Line and branches, communicating with the President in regard to the same when necessary, and carrying out his views and instructions.

In the office of the Chief Engineer of Construction shall be kept the original maps and profiles of the Road, plans of Real Estate owned by the Company and plans of all structures, and a record shall also be kept of all Expenditures for Construction purposes, and of all purchases and sales of Real Estate, with an abstract of the deeds conveying the same.

There shall also be a Chief Engineer of Contruction, with like powers and duties, for the Philadelphia and Erie Railroad, and also one for the New Jersey Railroads.

Accounting Department.

There shall be a Controller, who shall have the direct charge of all the accounts of the Company for receipts and disbursements, and shall see and know that the system for keeping the same is fully enforced and maintained. He shall nominate to the President, for confirmation by the Board, all the officers and their assistants in his department.

The Controller shall be aided by an Assistant; an Auditor of Freight Receipts; an Auditor of Passenger Receipts, and an Auditor of Disbursements.

The Auditor of Freight Receipts shall have immediate charge of all accounts relating to Freight Earnings of the Pennsylvania Railroad, its branches and the roads operated

by the Company. He shall report to the Controller all deviations from the system of accounts prescribed for the Freight Agents and Collectors on the line and at the termini of the several roads owned or operated by the Company. He shall be aided by an assistant, who shall act for him in case of absence, sickness or other disability.

The Auditor of Passenger Receipts shall have immediate charge of all accounts relating to the Passenger Earnings of the Pennsylvania Railroad, its branches and the roads operated by the Company. He shall report to the Controller all deviations from the system of accounts prescribed for the Ticket Agents, Collectors and Conductors, on the line and at the termini of the several roads owned or operated by the Company. He shall be aided by an assistant, who shall act for him in case of absence, sickness or other disability.

The Auditor of Disbursements shall have immediate charge of all accounts relating to disbursements on the line of the Pennsylvania Railroad, its branches, and the roads operated by the Company. It shall be his duty to examine the accounts of all the Disbursing Officers and Agents of the Company before payment, and see that vouchers are returned in due form, and that the same are distributed to their proper account. He shall not audit any bill or claim unless it is accompanied by a certificate from the proper officer that the same is correct, and approved by him. He will suspend his approval of any bills that may seem to him to be unreasonable or improper to be paid, until examined by the Controller or approved by the President. All bills, of every nature, shall be countersigned by him before being paid.

He shall report to the Controller all deviations from the system of accounts prescribed for the Disbursement business of the Company, including the system of accounts prescribed for the various shops.

He shall be aided by an assistant, who shall act for him in case of absence, sickness or disability.

All cases of defalcation, or any want of promptness or obedience in carrying out instructions on the part of any Officer or Agent in making his returns to this department, or otherwise, shall be immediately reported by the respective Auditors to the Controller, and to the head of the department with which it is connected, and such steps shall be taken as the Controller may order, or the necessity of the case may seem to require, and if the delinquent be under bonds to the Company his sureties shall be informed of the known facts in the case, so far as they are interested.

General Orders issued by the Accounting Department to Officers or Agents of the Transportation Department, will be sent to the General Manager, and by him immediately distributed and enforced.

The Controller shall furnish the Board on or before the twentieth day of each month, with a detailed statement of the Disbursements and Receipts of the Road for the previous month. The Railroad Expenses to be kept under the following general heads, to be sub-divided respectively, into the accounts found in a list annexed to this Plan of Organization: Conducting Transportation, Motive Power, Maintenance of Way, Maintenance of Cars, General Expenses and Construction and Equipment. The first shall include all expenditures in relation to procuring and forwarding Freight and Passengers, and Rent and Repairs of Depots, &c. The second, all expenditures pertaining to the Running and Repairs of Locomotives, and Shops, Engine-houses, &c. The third, all expenses pertaining to the Repairs and Renewal of the Track, Graduation, and Masonry, Repairs of Bridges, &c. The fourth, all expenditures pertaining to the Repairs

and Renewal of Cars. The fifth, Salaries of the General Officers, Office Expenses, and such other matters as do not properly belong to the other Departments. The sixth, Construction and Equipment, including the Graduation and Superstructure for additional tracks, New Passenger and Freight Stations, increase in Locomotives and Cars, &c.

Legal Department.

The General Solicitor shall have charge of the legal business of the Company, and be aided by a General Counsel. He shall, with the assent of the President, nominate for confirmation by the Board a Solicitor for each of the Districts hereinafter provided for, who shall serve until the expiration of the current year. The Solicitors shall immediately report to the General Solicitor every transaction of importance connected with the legal business, or affecting the interests of the Company in their respective Districts, and shall make reports at stated periods as directed by him.

They shall keep in their respective offices a book, in which they shall record all matters of interest connected with the affairs of the Company occurring within their respective Districts—which book shall be the property of the Company and shall at all times be subject to the inspection of the President or Vice Presidents and the Board. The Solicitors shall immediately notify the General Solicitor of all suits brought against the Company and report in full to him all proceedings connected therewith.

They shall represent the Company in all suits in their respective districts, arising from the operation of its roads, &c., and shall, whenever advised of any accident, claim or liability, take immediate measures to investigate the facts and ascertain the legal position of the Company. They shall

in each case promptly do what may be required for the protection of the interests of the Company, but they shall conclude no contract or compromise, otherwise than in consequence of the direction or subject to the approval of the President, a Vice President, or the Board.

The Solicitors shall, when required by the General Manager, or other duly authorized officer, prepare contracts for all transactions that may arise out of the business of the roads, their construction, maintenance, or management, in their respective districts, and shall examine claims for right of way, land damages and evidences of title to real estate, and perfect deficient titles by such measures as may be necessary, and deliver the same, when completed, to the General Solicitor, to be recorded and filed among the archives of the Company. They shall examine and approve all Bills for Taxes, and also all Bonds of Agents and Conductors, &c., before they are submitted to the Board.

The Solicitors may at all times be consulted by the officers of the Company, and by the Chairman of Committees appointed by the Board, on all business of the Company requiring legal advice.

It shall be the duty of the General Counsel and the Solicitor of the First District (Philadelphia) to visit the General Office of the Company as often as required, and to advise with the General Solicitor in the general legal business of the Company.

The General Solicitor shall be specially charged with the custody of all title papers connected with the Real Estate of the Company, and required to see that the same are perfected and recorded, and he shall see that an abstract of all Deeds is entered in a book to be kept for that purpose by the Chief Engineer of Construction.

The salaries of the Solicitors shall be fixed annually by the Board, and the same, with all expenses incurred by them, shall be paid through the General Expense Account.

The line of the Pennsylvania Railroad and leased lines shall be divided into the following districts, until otherwise ordered—each to be placed in charge of one Solicitor, who must be a resident of such district.

First District,—City of Philadelphia.

Second “ Delaware, Chester, and Montgomery.

Third “ Lancaster.

Fourth “ Dauphin.

Fifth “ Perry.

Sixth “ Juniata.

Seventh “ Mifflin.

Eighth “ Huntingdon.

Ninth “ Blair.

Tenth “ Cambria.

Eleventh “ Westmoreland and Butler.

Twelfth “ Indiana and Armstrong.

Thirteenth “ Allegheny.

Fourteenth “ Centre and Clearfield.

The Philadelphia and Erie Railroad.

First District, Northumberland, Lycoming, Union, Clinton, and Cameron.

Second District, Elk, McKean, Warren and Erie.

The New Jersey Lines.

First District—office at Jersey City.

Second “ “ Newark.

Third “ “ Elizabeth.

Fourth “ “ New Brunswick.

Fifth “ “ Camden.

Where the President deems it important to the interests of the Company, an additional Solicitor or Solicitors may be appointed by him for special districts or cases.

General Regulations.

1. The Freight and Ticket Agents shall be subject to the supervision and direction of the General Manager of the Pennsylvania Railroad, and the General Superintendent of the Philadelphia and Erie Railroad, under the management of each of these officers respectively. Those whose compensation consists in a fixed salary, shall devote their whole time and attention to the interest of the Company, unless expressly exempted therefrom by the Board. They shall take charge of the Property of the Company at their Stations, and perform such other duties connected with the business of the Company, as may be prescribed for them, not inconsistent with a proper discharge of their duties as Agents. They shall keep their Accounts and make their Reports as directed by the Controller, and shall make returns of money as required by the Treasurer.

2. All officers and Agents of the Company who may, by virtue of their office, receive money on account of the Company, shall give security for the faithful discharge of their duties, in such sums as shall be designated by the Board of Directors, and it shall be the duty of the Controller to *know* that all such bonds required by the regulations of the Company, are given. When these Bonds are approved by the Board of Directors they shall be returned to his custody by the Secretary.

3. All payments to the regular employés of the Company shall be by Pay Roll, to which the veritable signatures of the payees must be attached, in all cases where they remain in

service until the day of payment. The crosses or marks of those who are incapable of writing their names must be duly witnessed.

4. When a person is discharged previous to the day fixed for payment, a certificate in proper form shall be furnished him by the Shop Clerk or Time Keeper, certified to by the Foreman; the amount due upon which, if the service was duly authorized, will be paid in the usual way upon presentation to the head of the Department to which said service was rendered. Payments for purchases at the Shops, and for all expenses other than those contracted for labor or services, shall be made by drafts on the Treasurer of the Company, in the form of Estimate or Certificate, on which shall be copied the Bill of items for which payment is made, from a Certified Bill from the Foreman or other proper receiving officer, and from the contracting officer, who shall certify that the articles were for the use of the Company, and purchased at the lowest cash rates—which Certificates shall be endorsed by the head of the Department for whose use the purchases were made, and shall have been examined and approved by the Auditor of Disbursements before being paid.

5. When the amount of the Pay Rolls and vouchers has been ascertained, a certificate of the same, signed by the Controller, shall be sent to the Treasurer—upon the receipt of which certificate the Treasurer will place the amount required to the credit of the Auditor of Disbursements.

6. The amount thus placed to his credit shall be drawn by him by checks and vouchers of such amounts and at such times as may be necessary. The Pay Rolls, when properly certified and receipted, shall be returned to the Treasurer, which, with the vouchers, when paid will balance his account.

7. All instructions emanating from the Board of Directors

or President in regard to the business of either of the Departments shall be given through the head thereof.

8. The Board of Directors shall fix the compensation of all the Officers and Agents in the several Departments, and the wages of other employés will be fixed by the heads of the Department to which they respectively belong, subject to the approval of the President. In cases of a vacancy in any office each head of a Department may make acting or temporary appointments, which shall be communicated forthwith, in writing, to the President, who shall submit the same to the Board for approval, and shall be valid until permanent appointments are made by the Board of Directors.

9. The appointment of all other employés on the line of the Road not herein provided for, and the defining of their powers and duties, is hereby vested in the General Manager, or in those officers to whom he is authorized to delegate this power. The heads of the Department shall be held responsible to the Board for the good conduct of all the employés in their respective Departments, and shall have the power of dismissal when they think it for the interest of the Company, and report immediately the cause thereof to the Board, through the Second Vice President.

10. Each head of a Department shall make to the Board a complete Annual Report of the affairs under his charge during the year, and shall report also to the President or the Board from time to time and as may be required, all matters of importance or interest.

11. Copies of all circulars or general orders issued by the head of any Department, shall be sent to the heads of each of the other Departments, and also to the President, Vice Presidents and Secretary for the Board of Directors.

12. In case of any disagreement between the heads of Departments as to the rights and duties of each, in case that either shall think that the requisitions made by the other in his Department are unreasonable or not for the interest of the Company, such matters in dispute shall be referred to the President, whose decision shall be final.

13. No person addicted to the use of intoxicating drinks, or who is habitually vicious, profane or uncivil in his deportment, shall be employed or continued in the service of this Company.

14. Free Tickets shall be given by the President and by such of the Vice Presidents as may be authorized by him. The General Manager shall only have power to issue passes for persons in the employ of and travelling on business of the Company, or for the officers of Connecting Roads.

15. The Chief Engineer of Construction, and the Chief Engineer of Maintenance of Way, General Agents and Division Superintendents may pass their immediate employés, when in discharge of their duties. The Passes for this purpose will be furnished by the General Superintendents, and shall be valid only when countersigned by these officers. All Conductors and Enginemen are strictly prohibited from allowing any free travel on the road, except as above authorized.

16. No Officer or Employé of the Company shall be permitted to be absent from the duties of his post, without the assent of the Board, the President, or the head of the Department to which he belongs.

17. The Regulations defining the duties of the General Manager, the Division Superintendents, and other Officers on the Pennsylvania Railroad and Branches, shall apply to sim-

ilar officers on the New Jersey Railroads and on the Philadelphia and Erie Railroad—the latter Road being divided into three Divisions, each in the immediate charge of a Division Superintendent. The First Division to extend from Sunbury (or the eastern terminus of that Road) to Renovo. The Second Division from Renovo to Kane, at or near Clarion Summit. The Third from Kane to Erie.

ACCOUNTS

OF THE

Pennsylvania Railroad Company.

CONDUCTING TRANSPORTATION.

Passenger Department.

Advertising.
Agents, Ticket.
Baggage Masters.
Brakesmen.
Cars, Cleaning and Inspecting.
Car Furniture and Fixtures.
Car Service.
Clerks.
Conductors.
Despatchers.
Drawbacks and Overcharges.
Expenses of Stations, except Labor.
Foreign Agencies.
Fuel at Stations.
Fuel for Cars.
Incidentals.
Labor at Stations.

Light at Stations.

Light for Cars.

Loss from Injuries to Individuals, &c.

Mail—Expenses.

Oil, Tallow, Waste, &c.

Stationery and Printing.

Stations—repairs of, Rents and Furniture.

Steamboats—Fuel for.

“ Incidentals for.

“ Manning.

“ Repairs of.

Superintendence.

Tax on Depots.

“ Revenue, State.

Teaming.

Telegraph Expenses.

Tolls—Bald Eagle Valley Railroad.

“ East Brandywine and Waynesburg Railroad.

“ Ebensburg and Cresson Railroad.

“ Tyrone and Clearfield Railway.

“ Mifflin and Centre County Railroad.

“ Sunbury and Lewistown Railroad.

“ Western Pennsylvania Railroad.

“ Newry Railroad.

Transit duty.

Freight Department.

Advertising.

Agents, Station.

Barges—Manning.

“ Incidentals.

“ Repairs of.

Brakesmen.

Cars, Cleaning and Inspecting.
 Car Floats.
 Car Furniture and Fixtures.
 Car Service.
 Clerks.
 Conductors.
 Despatchers.
 Drawbacks and Overcharges.
 Expenses of Stations, except Labor.
 Expenses of Grain Elevator.
 Foreign Agencies.
 Fuel at Stations.
 Fuel for Cars.
 Incidentals.
 Labor at Stations.
 Light at Stations.
 Light for Cars.
 Loss and Damages.
 Oil, Tallow, Waste, &c.
 Stationery and Printing.
 Stations—Repairs of, Rents and Furniture.
 Steamboats—Fuel for.
 “ Incidentals for.
 “ Manning.
 “ Repairs of.
 Superintendence.
 Tax on Depots, &c., &c.
 Tax on Revenue, State.
 Tax on Tonnage, State.
 Teaming.
 Telegraph Expenses.
 Tolls—Bald Eagle Valley Railroad.
 “ East Brandywine and Waynesburg Railroad.

Tolls—Ebensburg and Cresson Railroad.

“ Philadelphia City Railroad.

“ Philadelphia, Wilmington and Baltimore Railroad.

“ Tyrone and Clearfield Railway.

“ Mifflin and Centre County Railroad.

“ Sunbury and Lewistown Railroad.

“ Western Pennsylvania Railroad.

“ Newry Railroad.

“ Junction Railroad.

Transit Duty.

MOTIVE POWER.

Coal for Locomotives.

Cotton Waste.

Engineers and Firemen—Passenger.

“ “ Freight.

Engine Houses, Machine Shops, &c., Repairs of.

Fuel for Stoves.

Incidentals.

Laborers.

Locomotive, Furniture and Fixtures.

Locomotives, Repairs of.

Oil.

Stationery and Printing.

Switchmen.

Tallow.

Taxes on Engine Houses and Shops.

Tools and Machinery, Repairs of.

Watchmen.

Water, Wood, and Coal Stations, Repairs of.

“ “ “ “ Expenses of.

Wood, and Labor preparing Wood.

OPEN ACCOUNTS.

General Stores.
Materials for Shop.
Materials for Iron Foundry.
Materials for Brass Foundry.
Coal.
Cotton Waste.
Oil.
Tallow.
Wood.

INDIVIDUALS AND COMPANIES.

"General Manager's Account."

MAINTENANCE OF WAY.

Ballast.
Bridges, Repairs of.
Cars, Road and Hand.
Chairs.
Clerks.
Cross-Ties.
Expenses on Property.
Foreman and Watch Houses, Repairs of.
Frogs.
Incidentals.
Iron Rails.
Oil, Tallow, Waste, &c.
Road Bed, Repairs of—Labor and Material.
Snow and Ice, Removing.
Spikes.

Stationery and Printing.
 Superintendence and Supervisors.
 Switches.
 Taxes on Real Estate for Road.
 Telegraph, Repairs of.
 Tools and Repairs of Tools.
 Track, Labor Repairing.
 Watchmen.
 Wharves and Landings, Repairs of.

OPEN ACCOUNTS.

Roadway and Bridge Materials.

MAINTENANCE OF CARS.

Car Shops and Sheds, Repairs of.
 Cars, Repairs of Ballast and Wood.
 Cars, Repairs of Freight.
 Cars, Repairs of Passenger and Baggage.
 Fuel for Stoves.
 Incidentals.
 Tools and Repairs of Tools.

GENERAL EXPENSES.

Advertising.
 Attendants.
 Clerks.
 Fuel and Light.
 Incidentals.
 Office Expenses.
 Powelton Estate.
 Salaries of President and other Officers.
 Stationery and Blanks.
 Taxes on Real Estate, Philadelphia.

CONSTRUCTION AND EQUIPMENT.

Cost of Construction.

Ballast.
 Bridge Masonry.
 Bridge Superstructure.
 Cross Ties.
 Fencing.
 Foreman and Tool Houses.
 Graduation.
 Incidentals.
 Iron Chairs and Splices.
 Iron Rails.
 Machine Shops, Engine Houses, &c.
 Right of Way.
 Road Superstructure.
 Spikes and Bolts.
 Stations and Warehouses.
 Wharfing.
 Harsimus Cove.

Equipment of Road.

Cars, Burden.
 Cars, Passenger.
 Cars, Road and Hand.
 Incidentals.
 Locomotives.
 Machinery for Shops.

Real Estate.

Real Estate, Eastern Division.
 " " Western Division.
 " " Delaware Extension.

BYE-LAWS

OF THE

Atlantic and Great Western

Railroad Company.

ADOPTED, DECEMBER 11th, 1871.

NEW YORK;

JAMES F. CAMERON, PRINTER, 74 PEARL STREET,
1871.

The Atlantic and Great Western Railroad Company.



DIRECTORS.

1	GEORGE B. McCLELLAN,	New York City.
2	WILLIAM BUTLER DUNCAN,	"
3	ABRAM S. HEWETT,	"
4	LLOYD ASPINWALL,	"
5	LAWRENCE WELLS,	"
6	SAMUEL L. M. BARLOW,	"
7	H. P. SHARP,	London, England.
8	JAMES McHENRY,	"
9	GEORGE B. WRIGHT,	Meadville, Pa.
10	REUBEN HITCHCOCK,	Painsville, Ohio.
11	JOHN TOD,	Cleveland, "
12	JAMES B. HODGSKIN,	New York City.
13	HENRY F. SWEETSER,	Meadville, Pa.



OFFICERS.

GEORGE B. McCLELLAN,	President,	New York City.
GEORGE B. WRIGHT,	Vice President,	Meadville Pa.
HENRY F. SWEETSER,	General Manager	"
CHARLES DAY,	Secretary,	New York City.
JAMES B. HODGSKIN,	Treasurer,	"
L. L. LOCKWOOD,	Local Treasurer,	Meadville Pa.
C. W. WINSLOW,	Auditor,	"
JOHN M. OSBORNE,	Gen'l Freight Agent,	"
W. B. SHATTUC,	Gen'l Passenger Agent,	"

BYE-LAWS.

First.—The Board of Directors shall in pursuance of Section I, Article III, of the agreement of consolidation, designate the place for holding the Annual Meeting of the Stockholders, at least thirty days previous thereto, and at the same time shall fix the hours of the day in said section designated for keeping said meeting open. The books for the transfer of the Capital Stock shall be closed at least thirty days before said annual meeting, and remain closed until after the poll books of the election shall be closed.

Second.—The books for the transfer of the Capital Stock, shall be closed at least fifteen days previous to the time fixed for the payment of any dividend unless otherwise ordered by the Board.

Third.—The Board of Directors chosen at any election shall so soon thereafter as may be convenient, proceed to organize by the election of the following officers by ballot.

One of their number as President and one as Vice-President, and shall elect or appoint a General Manager, Secretary, Treasurer, and Auditor; there shall also be appointed an Executive Committee, of three members of the Board of Directors, of which the President shall *ex officio* be one, and chairman.

Fourth.—The regular meetings of the Board of Directors shall be held in the City of New York, (unless otherwise ordered) on the second Monday of December, March, June and September, at eleven A. M., and special meetings may be called by the President whenever or wherever he may deem it necessary, and he shall call a meeting at the request in writing, of any five members of the Board of Directors.

Fifth.—The President shall preside at all meetings and shall exercise those supervisory and executive powers over the affairs of the Company, which are usually vested in the presiding officers of incorporated companies.

Sixth.—In the absence of the President, the Vice-President shall preside at all meetings of the Board, and in case of the death, inability to act, or absence from the country of the President, the Vice-President shall exercise the powers delegated to the President; and at all times shall have under the direction of the President a general supervision over the affairs of the Company on the line of the Road, and for the purpose of more clearly defining the duties between the Vice President and General Manager. That the Vice-President shall take the exclusive charge of the Land Department, Tax Department and Law Department, ~~and shall exercise a general supervision of the Auditor's Department, so that he may be able at all times, to report to the Board the condition of the accounts and finances of the Company.~~

Seventh.—The General Manager shall, under the direction of the President, have the care of the Road, Machinery, Equipments, and the property of the Company along its line, the management of its transportation business generally, and the control and superintendence of all subordi-

nate officers and men employed on the Road, and shall require the proper rules for the discipline of the men employed, to be strictly observed.

Eighth.—The Secretary shall attend all meetings of the Board of Directors, and keep a record of their proceedings, and shall attest by his signature and the seal of the Company, all instruments of writing requiring such attestation and seal.

Ninth.—The Treasurer shall be the custodian of the funds and securities of the Company; he may have an assistant or local treasurer, who shall be appointed by the Board, on his recommendation, resident on the line of the Road, who may receive and disburse all monies of the Company, and shall keep accurate accounts of the same, and shall from day to day deposit his cash balances in such banks or banking offices, as may be directed by the Treasurer, and shall make no disbursements in payment of debts due for supplies, services, claims for losses or purchases of any nature, except on a voucher certified by the proper head of Department, and approved by the President, Vice-President or General Manager, and no voucher shall be received by the Treasurer or Local Treasurer, and considered ready for payment, unless it has been duly examined and recorded by the Auditor, and bears his stamp of registry. The Treasurer shall be in charge of the New York office, and the custodian of all accounts and papers thereto belonging.

Tenth.—The Auditor shall be the chief accounting officer of the Company. He shall keep or cause to be kept in his office, in such form and manner as shall be

prescribed by the President, and approved by the Executive Committee, regular, accurate and intelligible accounts of all the transactions and business of the Company, of every description. He shall audit all accounts relating to monies paid, or to be paid, into or out of the treasury, or relating to the debts due to, or owing from the Company; he shall have general supervision of the accounts of all departments of the Road, and shall direct how such accounts shall be kept, subject however to the control of the President and Executive Committee; he shall also keep a complete registry of all vouchers for payment or for collection, and no voucher shall be regarded as ready for payment, without his stamp and signature affixed to it.

Eleventh.—The general Freight Agent and the general Passenger and Ticket Agent, shall perform such duties, and be governed by such rules and regulations as shall be prescribed by the General Manager, with the approval of the President.

Twelfth.—The Executive Committee shall possess all the powers of the Board during the interval between the meetings of the Board, and shall at the next meeting report for the approval of the Board, whatever action they have taken in the interim, and shall keep a record of their proceedings, which shall at all times be open to the inspection of the Board.

Thirteenth.—The Legal, Land, and Tax Department, shall be in charge of the President or Vice President, who shall have power to employ counsel to aid in the settlement of claims of damages, also to prosecute or defend all suits for or against the Company.

Fourteenth.—Annual reports shall be made by the President of the Company to the Directors, and also to the Bond and Shareholders, containing a full account in detail of receipts and expenditures during the year ending the thirtieth (30th) day of September preceeding.

Fifteenth.—All officers and agents of the Company, who may by virtue of their offices, receive money on account of the Company, shall be required to give security for the faithful discharge of their duties, in such sum and in such manner as may be fixed or approved by the President or General Manager.

Sixteenth.—All certificates of the ownership of shares of the capital stock of the Company shall be issued at the office of the Company in the City of New York, and shall be signed by the President, and countersigned by the Secretary, and the seal of the Company stamped thereon.

Seventeenth.—The yeas and nays shall be taken, and recorded on the minutes if called for by any member previous to the decision of any question.

Eighteenth.—The journal of the last previous meeting of the Board and Executive Committee, shall be read and approved or amended at each meeting.

Nineteenth.—The foregoing Bye-Laws to take effect from and after this date, and may be repealed, altered, or amended, only by a majority of the Directors of the Company, at a regular meeting of the Board.

Adopted 11th December, 1871.

BY-LAWS

OF THE

Cleveland, Columbus, Cincinnati & Indianapolis RAILWAY COMPANY.

SECTION 1. The General Office of the Company shall be in the city of Cleveland, O.

The election of Directors of the Company shall be held at the General Office of the Company, on the first Wednesday of March of each year, (after 1870,) twenty days notice of which shall be given in some daily paper of general circulation, printed in each of the cities of New York, Cleveland and Indianapolis. The polls shall be opened as early as ten o'clock A. M., and remain open until two o'clock P. M.

No transfer of stock shall be made for ten days next previous to an annual election of Directors, nor shall any transfer be made for ten days next previous to the payment of a dividend, unless otherwise ordered by the Board of Directors.

If any person elected or appointed as a Director, shall, for the space of three months next ensuing, neglect to qualify as such, his place may be deemed vacant.

Whenever a vacancy shall occur in the Board of Directors, by death, resignation, or from any other cause whatever, the Directors may, at any regular meeting, or at any meeting called for that purpose, of which all the qualified Directors shall have been notified, proceed to fill such vacancy, a majority of all the qualified Directors concurring therein.

Regular meetings of the Board of Directors shall be held at the General Office of the Company, on the first Wednesday of March, June, September and December.

Special meetings may be called by the President, wherever and whenever in his opinion the interests of the Company require, or whenever two or more Directors desire him so to do.

Seven members shall constitute a quorum for the transaction of business.

The Directors shall annually, at some regular meeting, or at some meeting of which all the members shall be duly notified, elect—

A PRESIDENT,
A VICE PRESIDENT, } each of whom shall be qualified Directors.
A SECRETARY.
A TREASURER.

And shall appoint—

AN AUDITOR.
A REGISTRAR OF STOCK in the City of Cleveland.
A SUPERINTENDENT.
A CHIEF ENGINEER.
A GENERAL FREIGHT AGENT.
A GENERAL TICKET AGENT.
A REGISTRAR AND TRANSFER AGENT in the City of New York.
A FINANCE AND EXECUTIVE COMMITTEE, to consist of five members.

And such other officers and agents as they may deem proper, each of whom shall hold his appointment until the next annual election, and until his successor shall have been appointed, but may be removed by the Directors at their pleasure, a majority of all the Directors concurring.

OF THE PRESIDENT.

SEC. 2. The President shall be considered the principal executive officer of the Company, and as such, he shall have the general supervision of the affairs of the Company. It shall be his duty—

To preside at all meetings of the Board at which he shall be present.

To see that the By-Laws, Orders and Resolutions of the Board of Directors, or of the Stockholders, be faithfully executed.

To report to the Board, all cases of neglect of duty or malfeasance on the part of any officer or agent of the Company, which he cannot immediately correct.

To recommend to the Board, from time to time, such measures as he shall deem important to the interests of the Company.

To manage, either himself or through a proper officer of the Company, all negotiations with other Corporations or Companies, or with individuals, touching their mutual interests or the claims of either party on the other, and to enter into and conclude all such agreements or contracts with such parties as shall be ordered by the Board, or as shall be in accordance with the policy of the Company, but subject to the approval of the Board. He shall have power to suspend any officer, agent or employe of the Company, for incompetency, malfeasance or neglect of duty, until the Board, to whom such suspension, and the cause thereof, shall be reported, shall act in the case.

He shall be a member, *ex-officio*, of all Standing and Select Committees, except Select Committees appointed for the examination of the books, accounts and papers of the Company.

OF THE VICE PRESIDENT.

SEC. 3. In case of the absence or disability of the President, all and singular his powers and duties shall, during such absence or disability, devolve upon and be exercised by the Vice President.

He shall, with the concurrence and approval of the President, have supervision of all matters pertaining to the transportation of freight and passengers, the operating of the road, and the general economy of management.

OF THE FINANCE AND EXECUTIVE COMMITTEE.

SEC. 4. It shall be the duty of the Finance and Executive Committee to prescribe the manner of keeping accounts, and generally to inspect all books of account, records, vouchers and papers relating to the affairs of the Company.

To advise as to the procurement and expenditure of money, and to take a general supervision of the financial affairs of the Company.

To advise with the officers of the Company touching the performance of their respective duties, and to do and transact such necessary and pressing business during the interval between the meetings of the Board, as the interests of the Company require, not conflicting with its Charter and By-Laws.

OF THE MANAGEMENT OF THE AFFAIRS OF THE COMPANY.

SEC. 5. To insure the efficient, systematic and economical management of the affairs of the Company, and the working of its road and keeping the same in good repair, the immediate man

agement shall be divided between the following departments, subject to the By-Laws and Rules and Regulations of the Board of Directors:

First. The running department, which shall include everything appertaining to the movement of trains and machinery of every kind, the procurement of all materials necessary for construction and repairs of equipment and machinery, and the running of trains.

Second. The engineering department, which shall include keeping the road and all the fixtures and structures pertaining thereto, in repair, the construction of additional tracks, new structures and fixtures of whatever kind, and ballasting or otherwise improving the road-bed.

Third. The freight department, which shall include all matters relating to the receiving, forwarding and delivery of freight, the fixing of rates for the transportation of the same, and keeping proper records thereof.

Fourth. The passenger department, which shall include the making of arrangements for the procuring of passengers, advertising the facilities of the Company for transporting the same, the adjustment of fares with connecting roads, and such other duties as may be from time to time assigned by the President.

Fifth. The accounting department, which shall include the keeping of all necessary and proper books of account showing the financial condition of the Company, and the keeping of all necessary statistics showing the business done by the Company.

Sixth. The treasury department, which shall include the receiving, safe keeping and paying out of all moneys of the Company, and the keeping proper records thereof.

OF THE SUPERINTENDENT.

SEC. 6. The Superintendent shall be the head of the running department.

He shall have charge of the rolling stock or equipment, repair shops, engine and car houses, and of all persons employed upon, in or about the same, and shall make requisitions upon the President for all material necessary for repairs and construction of the equipment, and the running of the trains, and, upon the approval of such requisition by the President or Vice President, shall procure the material or supplies specified in the same.

He shall, with the advice and consent of the President, and subject to the approval of the Board, appoint and employ all such

agents, assistants and other employes as he shall deem necessary for the efficient working of the road, and the keeping the equipment thereof in good repair, and fix the compensation to be allowed to each, and remove or discharge any such employes, whenever their services are no longer required, or for any good cause. And it shall be his duty to discharge any such employe, on the request of the President or Board of Directors.

He shall, on demand of the General Freight Agent, dismiss any Conductor of freight train or Station Agent who shall neglect or refuse to comply with any proper order he may give in relation to the receipt, transportation, safe keeping and delivering of freight.

He shall examine, correct and certify all pay-rolls and accounts for expenditures in his department, before the payment thereof.

He shall, from time to time, make written or printed rules for the instruction and government of the employes in his department, and see that such rules are strictly observed. Such rules shall be submitted to and approved by the President or Board of Directors.

OF THE CHIEF ENGINEER.

SEC. 7. The Chief Engineer shall be the head of the engineering department. It shall be his duty to keep the road-bed, tracks, buildings, bridges, water tanks, fences, and all other fixtures and structures pertaining to the road, in good repair; to construct such new tracks, structures and fixtures as may be ordered by the Board; to direct when and in what manner the work shall be done; to employ, with the assent of the President, such and so many division masters, foremen, mechanics and laborers as he may deem necessary, and fix the compensation to be allowed to each; and to dismiss any whose services are no longer required, or who are incompetent, unfaithful or disorderly.

He shall make requisitions upon the President for all materials necessary for construction and repairs, and upon the approval thereof by the President or Vice President, he shall procure the same.

He shall examine, correct and certify all pay-rolls and accounts for expenditures in his department, before the payment thereof.

OF THE GENERAL FREIGHT AGENT.

SEC. 8. The General Freight Agent shall be the head of the freight department.

He shall, with the approval of the President, make all tariffs of

rates for the transportation of property upon and over the roads of the Company, and all contracts and agreements for the transportation of freight.

He shall have supervision over all Station Agents, so far as relates to the receiving, delivering, loading, unloading and forwarding of property, and from time to time give them such orders and instructions relating thereto as he may deem necessary.

He shall report to the Superintendent any and all Station Agents and Conductors of freight trains who are incompetent and unfaithful, or who refuse or neglect to obey his instructions in relation to the receiving, safe-keeping, forwarding and delivering of property.

He shall keep the Superintendent advised of the amount of freight offering, so that he may provide adequate means for transporting the same. He shall not engage for the transportation of a greater amount of property in a given time than the Superintendent shall advise him he shall be able to provide the means of transporting.

He shall have the power to direct the order in which property received for transportation shall be forwarded, in what cars and by what trains the same shall be sent.

He shall keep accurate copies of all written contracts and memoranda of all verbal agreements for the transportation of property.

He shall, with the advice and consent of the President, appoint such and so many Agents and Solicitors for the procuring of property for transportation, as the interest of the Company may require, and fix their compensation.

He shall examine, correct and certify, (before payment,) all claims for damages to and overcharges upon property transported by the Company, and certify all accounts for compensation to Agents and Solicitors employed by him.

OF THE GENERAL TICKET AGENT.

SEC. 10. He shall be the head of the passenger department.

He shall, with the approval of the President, make rates for the transportation of passengers, and adjust the rates and division of fares with connecting roads.

He shall make all necessary and proper arrangements for the procuring of passengers to be transported, and for the sale of passenger tickets, and for advertising the facilities of the Company for transporting passengers. Upon the requisition of Agents authorized to sell tickets, he shall supply them with such tickets

and in such quantities as he may think proper, reporting immediately to the Auditor the number and description of tickets furnished each and every Agent.

He shall, with the approval of the President, appoint and employ such agents and assistants as the interest of the Company requires, and fix the compensation to be allowed to each.

He shall examine, correct and certify all accounts for expenditures in his department, before the payment thereof.

OF THE AUDITOR.

SEC. 10. The Auditor shall be the head of the accounting department.

It shall be his duty to keep, or cause to be kept, in such form and manner as may be approved by the Finance and Executive Committee, accurate and intelligible accounts of all money paid into and out of the treasury, of all debts due to or owing by the Company, and such accounts, statistics and records as may be necessary to show all the business done by the Company, and the expense thereof.

He shall settle all accounts, and safely keep all vouchers and papers relating to money paid or to be paid into or out of the treasury, or relating to debts due to or owing by the Company.

He shall draw, in favor of the Treasurer, for all money due the Company, where payment is made elsewhere than at the treasury, and shall countersign all orders drawn on the Treasurer for the payment of money.

He shall, as often as once in each month, examine the books and vouchers of the Paymaster, comparing his accounts for money paid out with the vouchers, and if found correct, he shall credit the Treasurer with the same, and shall, as often as he thinks proper, and whenever requested so to do by the President or Finance Committee, examine the books, vouchers and papers of the Treasurer, and of any other officer or agent of the Company, and in case of any irregularities, inaccuracies or defalcations, he shall immediately report the same to the President or Finance and Executive Committee.

He shall, with the approval of the President, make such rules and orders in relation to the keeping and rendering of accounts by the agents and officers of the Company, as may be deemed necessary.

He shall make requisitions upon the President for all stationery and supplies required for use at the different offices of the Com-

pany, and upon the approval thereof by the President or Vice President, shall procure the same, and it shall be his duty to see that all the offices of the Company are supplied with the proper books, stationery and supplies for properly conducting the business of the Company.

He shall examine, correct and certify all accounts for expenditures in his department, before the payment thereof.

OF THE TREASURER.

SEC. 11. It shall be the duty of the Treasurer to receive, safely keep, and pay out on proper orders, countersigned by the Auditor, all moneys belonging to the Company.

He shall keep accurate and intelligible accounts of all moneys paid into and out of the treasury, stating of whom received and for what account, and to whom paid, and on what account.

He shall give receipts or other proper acknowledgments for all moneys received by him into the treasury, and shall take and preserve proper vouchers for all moneys paid by him out of the treasury.

He shall have the custody of all deeds of land, certificates of stock, bonds, or other evidences of property owned by the Company.

He shall give bonds, with two good and sufficient sureties, to be approved by the Finance Committee, in the sum of twenty-five thousand dollars, for the faithful performance of his duties, and for the safe keeping and paying over of all moneys belonging to the Company.

He shall at all times permit the free and full examination of his books and accounts by the Auditor, and all other proper officers of the Company.

He shall appoint, subject to the approval of the Board,

A PAYMASTER,

Who shall be attached to the treasury department, and be under the immediate supervision of the Treasurer.

It shall be the duty of the Paymaster to pay out of such money as may be furnished him by the Treasurer, for all materials furnished and services rendered the Company, for all losses and damages to persons and property, and for all overcharges upon property transported.

No payment to be made except upon the proper vouchers or pay-rolls, certified to by the head of the department, for which

the same is required and approved by the President or Vice President.

He shall, as often as once in each month, deliver to the Auditor all vouchers and pay-rolls which shall have been paid by him up to that time, with a proper account thereof, which, upon being examined and approved by the Auditor, shall be by him placed to the credit of the Treasurer.

He shall give bonds, with two good and sufficient sureties, in a sum not less than ten thousand dollars, for the faithful performance of his duties, and the faithful paying over and accounting for the money placed in his charge.

OF THE SECRETARY.

SEC. 12. It shall be the duty of the Secretary to keep a record of the proceedings of the Board of Directors.

He shall keep the books for the issue and transfer of stock in the city of Cleveland, fill up all new certificates of stock to be issued, and sign the same.

He shall give notices of all general or special meetings of stockholders, also timely notice to the Directors of all stated or special meetings of the Board.

He shall promptly notify all officers of the Company of any order of the Board of Directors in which they may be concerned.

He shall do and perform such other duties as the laws of the State organizing the Company may require.

OF CERTIFICATES OF STOCK.

SEC. 13. There shall be established and maintained in the city of New York, an agency for the transfer and registry of stock.

All certificates of the ownership of shares of the capital stock of the Company, shall be issued either at the office of the Company in the city of Cleveland, or at the agency for transfer and registry of the stock of the Company, in the city of New York. All certificates shall be signed by the President, or, in case of his absence or inability, by the Vice President.

Such as are issued at the office of the Company in the city of Cleveland, shall, in addition to the signature of the President or Vice President, be signed by the Secretary and Registrar.

Such as are issued in the city of New York, shall, in addition to the signature of the President or Vice President, be signed by the Registrar and Transfer Agent of the Company in the city of New York.

It shall be the duty of the Registrar to sign all certificates of stock, and keep an accurate account, in a book provided for that purpose, of all certificates of stock surrendered, and of all certificates of stock issued, which shall exhibit the date, number, and name to whom issued, and the number of shares of every such certificate. The Transfer Agent in the city of New York, shall also keep a record of all certificates of stock surrendered, and of all certificates issued, giving the date, number and name of the person, to whom issued, and the number of shares of every such certificate.

No new certificate shall be issued in place of those previously issued, until such previous certificate shall have been surrendered and cancelled, except in cases where certificates are lost or destroyed. In such cases, new certificates may be issued, by order of the President, an affidavit being made of such loss or destruction, and on receiving adequate security to indemnify the Company against all loss consequent upon issuing such new certificate.

The registry of stock may be transferred from the books of the Company in the city of Cleveland, to the books of the transfer agency of the Company in the city of New York, by surrendering to the Secretary of the Company the certificate of stock to be transferred, and receiving therefor an order, signed by the President, Secretary and Registrar, upon the Transfer Agent of the Company in the city of New York, for the issuing of a certificate for like number of shares.

OF PAYING MONEY INTO THE TREASURY.

SEC. 14. All moneys belonging to the Company shall be paid to the Treasurer. The person or persons so paying money, shall take the Treasurer's receipt or acknowledgment for the same, which shall be immediately passed to the Auditor, that the proper entries may be made on the books, to charge the Treasurer and credit the account for which such money has been paid.

Any person or persons remitting money to the Treasurer, shall at the same time advise the Auditor, stating the amount so remitted, and for what account it has been remitted, that the proper entries may be made on the books.

OF NEW WORK AND EQUIPMENT.

SEC. 15. No new work or improvement of the road, or of any structure appertaining thereto, (except to replace old works or structures destroyed,) shall be undertaken, nor shall any new and additional equipment be made or purchased, the cost of which

new work, equipment or improvement shall involve an expenditure exceeding one thousand dollars, until an estimate of the cost of the same shall have been submitted to the Board, by the head of the department for which such work or improvement is required, and an order shall have been passed for the same.

GENERAL RULES.

SEC. 16. No increase of salary or compensation to any of the officers, agents or employes, shall be allowed or paid, nor shall any increase in their number be made, without the assent of the President, Vice President or Finance Committee.

Each head of department shall make to the President an annual report of the affairs under his charge during the year, and shall make special reports, from time to time, on the request of the President or Vice President.

Annual reports shall be made by the Directors to the Stockholders, showing the true condition of the affairs and property of the Company, with a correct statement of its earnings, from what sources derived, and of its expenditures, and for what purpose, together with statistical tables of the movement of freight and passengers, and other matters of interest in the operating of the road for the previous year ending Dec. 31st.

No order or circular shall be issued by the head of any department, until the same shall have been submitted to and approved by the President or Vice President.

No material or supplies shall be purchased, until requisitions shall have been made upon the President by the head of the department for which such material or supplies are required, and the same shall have been approved by the President or Vice President.

In case of any disagreement between the heads of departments as to the rights and duties of each, such matters in dispute shall be referred to the President, whose decision shall be final.

No person of intemperate habits, or who is habitually vicious or uncivil, shall be employed or continued in the service of the Company.

Louisville & Nashville and Gt. Southern

AND

SOUTH & NORTH ALABAMA R. Rs.

ORGANIZATION

OF THE

ACCOUNTING AND DISBURSEMENT

DEPARTMENT.

MAY 1, 1873.

LOUISVILLE:

PRINTED BY JOHN P. MORTON AND COMPANY.

1873.

ORGANIZATION

OF THE

ACCOUNTING AND DISBURSEMENT

DEPARTMENT.

I.

There shall be an officer known as the *Comptroller*, who shall have charge of the Accounting and Disbursement Department. It will be his duty to see that all Pay-rolls and Vouchers shall be properly approved by the various Heads of Departments, according to the directions hereinafter specified, and in accordance with the wages and salaries established by the General Superintendent; and see that all the Accounts of the several Divisions are properly kept; and Superintendents of Divisions will see that his instructions pertaining to his department are carried out. It will also be the duty of the Comptroller, before authorizing the payment of Pay-rolls and Vouchers, to audit the same, and report to the General Superintendent any thing that may appear not in accordance with the directions furnished him by the General Superintendent.

II.

There shall be a *Cashier*, whose duty it shall be to pay the Vouchers and Pay-rolls so audited and approved by the Comptroller; and he shall make a Monthly Abstract of the same, forwarding it, together with the receipted Pay-rolls and Vouchers, to the Office of the Secretary of the Company at Louisville. The *Cashier* shall make all payments in the city of Louisville.

III.

There shall be a *Paymaster*, whose duty it shall be to make all payments due along the entire line of the road, and shall account for the same to the Cashier.

IV.

All Vouchers and Pay-rolls certified by the Heads of Departments of the various Divisions, as hereinafter more particularly specified, shall be forwarded directly to the Comptroller, so as to reach him on the fifth day of each month.

V.

Heads of Departments, as far as may be possible, will avoid making payments during the month, but will defer the same to the regular monthly pay-day.

VI.

All Vouchers and Pay-rolls for the Transportation Department of the Main Stem and Branches shall be

certified by the Superintendent of that Department ; those of the Road Department of that Division by the Superintendent of the Road Department.

VII.

On the Clarksville Division all Vouchers and Pay-rolls of the Transportation, Road, and Machinery Departments shall be certified by the Superintendent of that Division.

VIII.

All Vouchers and Pay-rolls for persons employed in the Transportation and Machinery Departments of the Memphis Division shall be certified by the Superintendent of Transportation of that Division ; those of the Road and Construction Department by the Chief Engineer of that Division.

IX.

All Vouchers and Pay-rolls for the Road, Machinery, and Transportation Departments of the Nashville and Decatur Division shall be certified by the Superintendent of that Division.

X.

All Vouchers and Pay-rolls for the construction of New Work on the Nashville and Decatur Division shall be certified by the Engineer of that Division.

XI.

All Vouchers and Pay-rolls for the Transportation, Road, and Machinery Departments of the South & North Alabama Railroad shall be certified by the Superintendent of that Road; all Vouchers for Construction, and those arising from the Land Department, shall be certified by the Engineer of that Road.

XII.

All Vouchers for purchases made by the Purchasing Agent shall be certified by the Purchasing Agent.

XIII.

The General Freight Agent shall approve all Vouchers for loss or damage of Freight, or for Stock in transit, for the whole line, including South & North Alabama Railroad.

It shall be the duty of the Comptroller to prepare at the end of each month a condensed statement of all Vouchers for loss or damage, showing the nature and cause of the losses, which statement will be furnished to each Division Superintendent through the Assistant General Superintendent, with a view of taking proper steps to prevent similar losses in the future.

The General Freight Agent shall further certify all Vouchers and Pay-rolls for the expenses of his Office and salaries of Agents acting under his immediate direction.

XIV.

The General Ticket Agent shall certify all Vouchers and Pay-rolls for his Department.

XV.

The General Passenger Agent shall certify all Vouchers for Passenger Agents, Advertising Expenses, and Commissions; the latter Vouchers to be examined and certified by the General Ticket Agent, which may be done after they are paid, corrections to be made in next month's Vouchers if required.

XVI.

The Auditor shall certify all Pay-rolls and Vouchers of his Department, also all Overcharge Vouchers in the Freight and Passenger Departments. The Overcharge Vouchers shall show the reasons for such Overcharges, and the authority of the General Freight and Ticket Agents to make the same.

The Auditor shall keep on file in his Office the bonds of all Agents; and such bonds shall be examined by him once a year, or oftener if necessary, in order to ascertain the reliability of the bondsmen.

XVII.

The Superintendent of Machinery shall approve all Vouchers and Pay-rolls of the Machinery Departments of the various Divisions of the whole line of the Road,

and the South & North Alabama Railroad, and shall furnish the Comptroller with all necessary information in regard to the wages to be paid in his Department.

XVIII.

The Assistant General Superintendent of Transportation shall examine and certify all the Vouchers and Pay-rolls for the Transportation Department of the whole Road, and will give all necessary information to the Comptroller regarding the amount of wages to be paid in that Department.

XIX.

The Superintendent of the Road Department of the Main Stem and Branches shall have charge of the distribution of the joint-fastenings and iron of the whole Road, including the South & North Alabama Railroad, and shall keep account of the new iron furnished and of the old iron returned or re-rolled for the whole line of the Road.

XX.

Each Officer whose duty it is to certify the Vouchers and Pay-rolls will be held responsible for the economical operation of his Department.

ALBERT FINK,

Vice-Pres't and Gen. Supt.

REVISED
ORGANIZATION
FOR
CONDUCTING THE BUSINESS
OF THE
TRANSPORTATION DEPARTMENT,
PENNSYLVANIA RAILROAD COMPANY.

APPROVED BY THE BOARD OF DIRECTORS
FEBRUARY 26, 1873.

TO TAKE EFFECT MARCH 1, 1873.

PHILADELPHIA:
E. C. MARKLEY & SON, PRINTERS, 422 LIBRARY STREET.
1873.

Transportation Department, Pennsylvania Railroad.

There shall be an officer designated "General Manager," who shall have charge of all of the real estate and personal property of the Company that may be committed to his charge, including shops, engine-houses, depots and other buildings and their contents, connected with the operations of the Company. To him will be entrusted the management of the Road and its Branches, the motive power employed thereon, the shops, their machinery and tools, and the cars of the Company, whether upon their own Road or Connecting Roads, except such property of the Company as may be set apart for permanent use upon other Lines not directly operated by the Company as lessees.

He shall be responsible for the safe and economical operation of the Roads committed to his charge, and shall report from time to time as may be required by the President or Board of Directors upon the condition of the Railroad, its equipment, and all other property connected therewith, and make such suggestions in relation to the same, or the business of the Company, as may seem to him important to promote its interest.

He shall have authority (with the assent of the President) to order machinery and tools for the shops, materials for repairs of rolling-stock, machinery and roadway, and for all other purposes connected with his Department; but all orders which are subject to special contracts must first be sanctioned by the President or the Board of Directors, and copies of all contracts must be furnished as soon as approved, to the Auditor of Disbursements.

He shall have charge of the Passenger and Freight Departments, and shall have authority, with the sanction of the President, or, in his absence, the First Vice President, to make special rates for the transportation of passengers and freight upon the line of the Pennsylvania Railroad and its Branches. All such rates shall be recorded in the General Office of his Department, and notice thereof furnished to the Auditor of Freight or Passenger Receipts.

Current supplies shall be furnished by the Supply Department,

on the written order of the General Manager, or of such other officer only as he may specially in writing authorize.

All accounts contracted prior to the 15th day of each month will be prepared for payment on proper vouchers and sent to the Auditor of Disbursements for record, and when approved by him will be ready for payment on the 12th of the succeeding month.

The General Manager shall, with the assent of the President, nominate for confirmation by the Board, suitable persons for the various offices established in his Department, including the Station Agents upon the line of the Road and its connections, and shall remove or suspend them at his discretion, or by direction of the President or the Board, and when dismissed by his order he shall, in all cases, report to the Board the causes of such dismissal. He shall also prepare rules defining the duties in detail of all subordinate officers and agents in his Department, which, when approved by the President and Board, shall be strictly enforced.

No officer shall be entitled to receive compensation until his appointment is confirmed by the Board of Directors, except when the appointment is temporary, or the officer is taken on trial, which service shall not continue a longer period than three months. The General Manager shall transmit to the President, with each nomination, for the information of the Board, the testimonials or the reasons that have induced him to make the appointment, and no new office shall be created by him without the assent of the President or Board of Directors. The officer or agent thus appointed shall be responsible to him, and shall report as he may prescribe; but all books or papers in the possession of any officer or agent in his department shall be open to the President, either of the Vice Presidents, Controller, Auditors, or any member of the Board of Directors. All moneys received by the General Manager shall be immediately transmitted to the Treasurer, accompanied by a statement showing for what they were received and the account to which they should be credited, a copy of which shall also be sent to the Controller.

In case of accident upon the Road the General Manager shall

immediately report the facts to the President by telegraph, and as soon as possible institute a thorough investigation into the causes which led to it and communicate in writing the result, together with his views and action upon the case, to the President, for the information of the Board.

The General Manager shall keep the Board of Directors fully advised of all occurrences and transactions of importance connected with his Department.

There shall be an officer entitled Chief Engineer of Maintenance of Way, who shall act as Assistant to the General Manager in all matters relating to the Maintenance of the road-bed, track, bridges and buildings, and shall perform such other duties as the General Manager may assign to him.

The Roads owned and operated by the Pennsylvania Railroad Company shall be in three principal Divisions, each of which shall be in charge of a General Superintendent.

The Pennsylvania Railroad Division shall consist of the Main Line from Philadelphia to Pittsburgh, together with all Branches operated in connection with it.

The United Railroads of New Jersey Division shall consist of the Roads leased and operated in New Jersey, including the Philadelphia and Trenton, the Connecting Railroad and Branches to these lines.

The Philadelphia and Erie Railroad Division shall consist of the Philadelphia and Erie Railroad, the Danville, Hazleton and Wilkesbarre Railroad, and all Branches and leased Lines operated in connection therewith.

The General Superintendents, on their respective Divisions, shall exercise all the powers of the General Manager which are necessary for the proper operation and care of the Roads and property committed to their charge, and they shall be responsible to him for the maintenance of the track, the safe movement of the trains, and the proper transaction of the business of their

Each General Superintendent shall have two General Assistants, viz. :

A Superintendent of Motive Power, and

A Superintendent of Transportation.

The Superintendents of Motive Power, on their respective Divisions, shall have charge of all the machine and car-shops, and of the maintenance and repairs of the locomotives, cars, tools and machinery. They will be assisted at each machine-shop by a Master Mechanic, and at each car-shop by a Foreman of Car Repairs, with whom they will communicate directly on all matters relating to the mechanical execution of the work. But all orders referring to the discipline of the shops, the increase or decrease of forces, or to changes in the rates of wages, &c., shall be transmitted through the respective Division Superintendents.

The Superintendent of Motive Power of the Pennsylvania Railroad Division, in addition to the special duties assigned to him in connection with that Division, shall have a general supervision and control over the Motive Power Departments of the United Railroads of New Jersey, and of the Philadelphia and Erie Railroad Divisions, in so far as may be necessary to insure the standards and system of the Company being adhered to. He shall furnish the Superintendents of Motive Power of those Divisions with copies of all standard drawings, and duplicates of all templates and gauges, and shall give them such instructions as may be required to insure a perfect uniformity in the construction and repairs of all the Company's rolling-stock and machinery. In the performance of these general duties, he shall visit the shops of the other Divisions, from time to time, and shall make such reports and suggestions to the respective General Superintendents, and to the General Manager, as he may deem necessary for the efficiency and economy of the service.

The Superintendents of Transportation shall have charge of the distribution of the car equipment, assigned to the Divisions to which they are attached, to the points where most required. It shall be their duty to see that the cars are moved promptly and without unnecessary delay, so that they may be made to perform

the fullest service possible. They shall have a record kept of the movement of all cars, and shall attend to their numbering and weighing. They shall also procure the prescribed releases from the owners of individual cars, and shall perform such other duties as may be assigned to them by their respective General Superintendents.

In addition to the special duties assigned to the Superintendent of Transportation of the Pennsylvania Railroad Division, it shall be his duty to keep a record of all the cars belonging to the Company, and to enable him to do so the Superintendents of Transportation of the United Railroads of New Jersey and the Philadelphia and Erie Divisions shall make to him such reports as he may require.

The Pennsylvania Railroad Division shall be in seven Sub-Divisions, each of which shall be in charge of a Division Superintendent, as follows:

The Philadelphia Division shall extend from Philadelphia to Harrisburg, including the branches to York and Waynesburg.

The Middle Division shall extend from Harrisburg to Altoona.

The Pittsburgh Division shall extend from Altoona to Pittsburgh, including the Hollidaysburg and Morrison's Cove Branches, and the branch to Ebensburg.

The Bald Eagle Valley and Tyrone and Clearfield Railroads shall constitute the Tyrone Division.

The Western Pennsylvania Railroad, its Branch to Allegheny City, and the Indiana Branch, shall constitute the West Pennsylvania Division.

The Mifflin and Centre County, and the Sunbury and Lewistown Railroads, shall constitute the Lewistown Division.

The Bedford and Bridgeport Railroad shall constitute the Bedford Division.

The United Railroads of New Jersey Division shall be in three Sub-Divisions, viz.:

The New York Division, extending from Philadelphia to Jersey City, and including the Frankford and Holmesburg Branch,

the Princeton Branch, the Rocky Hill and Kingston Branch, the Millstone and New Brunswick Branch, and the Perth Amboy Branch.

The Amboy Division, extending from Amboy to Camden, including the Pemberton and Hightstown Railroad, the Camden and Burlington County Railroad, the Vincentown and Medford Branches, the Burlington and Mount Holly Railroad, the Columbus, Kinkora and Springfield Railroad, and the Branches extending from Bordentown to Trenton and from Jamesburg to Monmouth Junction, and including the boats engaged in the transportation of freight between Walnut Street Wharf, Philadelphia, and Camden.

The Belvidere Division, including the Belvidere Delaware Railroad, the Flemington Railroad, and the Mercer and Somerset Railroad.

The Philadelphia and Erie Railroad Division shall be in three Sub-Divisions, viz. :

The Eastern Division, extending from Sunbury to Renovo, and including the Danville, Hazleton and Wilkes-Barre Railroad.

The Middle Division, extending from Renovo to Kane.

The Western Division, extending from Kane to Erie.

The Division Superintendents on their respective Divisions shall exercise all the powers of the General Superintendents which are necessary for the proper management of their Divisions, and they shall be responsible to their respective General Superintendents for the maintenance of the track, the safe movement of the trains, and the proper transaction of the business of their Divisions.

Each Division Superintendent shall have an Assistant Engineer assigned to his Division, who shall have special charge of the maintenance of the road-bed, culverts, bridges, track, and buildings, and all other matters pertaining to the Maintenance of Way, and shall act under the direction of the Superintendent of the Division, and be responsible to him for the condition of the Road and for the performance of these duties and such others as may be assigned him.

Each General Superintendent shall report to the General Manager on the first day of May of each year, and at such other times as may be required by him, the name, position, duties, and location of each head of sub-departments on their respective Divisions, on said day, and the compensation paid to such employés, whether by fixed salary or otherwise, which reports shall be presented to the President and Board of Directors for their information and approval, by the General Manager, on or before the fourth Wednesday in said month.

The offices of the General Manager and Chief Engineer of Maintenance of Way shall be at Philadelphia.

The office of the General Superintendent of the Pennsylvania Railroad Division and of the Superintendent of Motive Power and Superintendent of Transportation of that Division, shall be at Altoona. The offices of the Division Superintendents shall be as follows: that of the Philadelphia Division at Philadelphia; that of the Middle Division at Harrisburg; that of the Pittsburgh Division at Pittsburgh; that of the Tyrone Division at Tyrone; that of the West Pennsylvania Division at Blairsville; that of the Lewistown Division at Lewistown; that of the Bedford Division at Bedford.

The office of the General Superintendent of the United Railroads of New Jersey Division, and the Superintendent of Motive Power and the Superintendent of Transportation shall be at Jersey City. The offices of the Division Superintendents shall be as follows: that of the New York Division at Jersey City; that of the Amboy Division at Camden; and that of the Belvidere Division at Lambertville.

The office of the General Superintendent of the Philadelphia and Erie Railroad Division and of the Superintendent of Motive Power, and of the Superintendent of Transportation shall be at Williamsport. The offices of the Division Superintendents shall be as follows: that of the Eastern Division at Williamsport; that of the Middle Division at Renovo, and that of the Western Division at Erie.

There shall be a General Agent at Philadelphia and a General

Agent at Pittsburgh, who shall have the general supervision of all freight and passenger stations in those cities. They shall see that the business of the stations is properly and systematically managed; that the agents in direct charge keep their books and accounts in the manner prescribed by the regulations of the Company, and that their bills are promptly made out and collected.

The General Agents shall keep themselves in constant communication with the Agents of Connecting Roads, with a view to securing all necessary information as to the probable demands for transportation, and shall report such information to the proper officer, with such suggestions as they may think will promote the interests of the Company, and they shall attend to such other duties as the General Manager or the General Superintendents of their respective Divisions may from time to time commit to them.

Freight Department.

There shall be a General Freight Agent for the Pennsylvania Railroad Company, who shall act under the direction of the General Manager and who shall have the general charge of procuring freights

It shall be his duty to arrange the prices for transportation of through and way freights, and when a change from the adopted toll sheet shall become necessary or important to the interests of the Company, to negotiate rates for transportation and make arrangements with the lines owned or operated by the Pennsylvania Railroad Company and with other Companies or individuals in relation thereto.

He shall instruct the Station Agents and Foreign Agents in all matters pertaining to the receiving and forwarding of freights. He shall also examine all claims for damages or loss of freight, and approve such as are found valid, and transmit them to the General Manager, who will direct vouchers in payment for the same to be made out in the prescribed form.

The General Freight Agent for the Pennsylvania Railroad

Company shall be assisted by a General Freight Agent of the Pennsylvania Railroad Division, a General Freight Agent of the United Railroads of New Jersey Division, and a General Freight Agent of the Philadelphia and Erie Railroad Division, who shall, under the direction of the General Freight Agent for the Pennsylvania Railroad Company, be specially charged with the duty of procuring freights for and making local rates on the said Divisions. With this object in view, they shall spend as much time as practicable on the line of the Road, in order to familiarize themselves with the requirements of its commercial and industrial interests, and shall consult with the General Superintendents of their respective Divisions in regard to all matters connected with the development of the local freight business of the Road.

All rates and arrangements for the transportation of freight must be approved of by the President, or First Vice President, and notice of the same must be furnished the Controller and Auditor of Freight Receipts as soon as entered into.

General Passenger Agent.

There shall be a General Passenger Agent, who shall be charged with the arrangements for passenger traffic and with the rates of transportation of passengers over the lines owned or operated by the Pennsylvania Railroad Company. The printing and distribution to agents of all tickets will also be entrusted to his charge.

He shall, under the direction of the General Manager, negotiate rates and make arrangements with other Railroad Companies in relation to the transportation of passengers; the rates and arrangements thus made to be approved by the President or First Vice President before they become binding on the Company, and notice of all arrangements when so sanctioned, to be delivered, as soon as entered into, to the Auditor of Passenger Receipts.

He shall be aided by an Assistant General Passenger Agent, and by a General Baggage Agent; also by a General Ticket Agent for each of the three principal Divisions of the Company's Roads.

The Assistant General Passenger Agent shall aid the General Passenger Agent in the conduct of through business interchanged with Connecting Lines, and shall perform such other service as may be assigned him ; and in the absence of the General Passenger Agent, will act for him.

The General Baggage Agent shall be charged with the rates and arrangements for checking, receiving and delivering of baggage, and with the examination of claims for loss of, or damage to baggage.

The General Ticket Agents shall be charged with the business of their respective Divisions, and will give special attention and labor to the development and accommodation of local travel, and to this end will consult with the General Superintendent of their Divisions.

All officers and agents of the Company will be required to give their whole time and attention to the duties assigned to them ; they will use every exertion to secure to the Company the best results in its operations, by increasing the traffic of its Railroads, and conducting its business in the most economical and efficient manner ; and whenever any circumstance may come to their notice that is deemed by them to be advantageous or detrimental to the interests of the Company, whether in their own department or otherwise, they will immediately report their views to the General Manager.

